Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

BURNSTONE VENTURES INC. (formerly Pure Diamonds Exploration Inc.)
Suite 800 – 1199 West Hastings Street
Vancouver, British Columbia V6E 3T5 (the "**Company**")

Item 2 Date of Material Change

November 2, 2010

Item 3 News Release

The news release was disseminated on November 2, 2010 by way of the facilities of Vancouver Stockwatch and Market News. Copies were also filed on SEDAR with the British Columbia Securities Commission, Alberta Securities Commission, Saskatchewan Financial Services Commission, Manitoba Securities Commission and the Ontario Securities Commission.

Item 4 Summary of Material Change

The Company has closed the oversubscribed non-brokered private placement of 2,223,333 units for gross proceeds to Burnstone of $133,399.98.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release dated November 2, 2010.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gordon Keevil, President

Business Telephone: 604 687 2038
Facsimile: 604 687 3141

Item 9 Date of Report

November 2, 2010.

NEWS RELEASE

BURNSTONE VENTURES INC.
Suite 800 – 1199 West Hastings Street, Vancouver, B.C. V6E 3T5
Tel.: (604) 687 2038 / Fax.: (604) 687-3141

November 2, 2010 **CNSX Symbol: BVE**

BURNSTONE CLOSES NON-BROKERED PRIVATE PLACEMENT

Vancouver, BC, Canada –Burnstone Ventures Inc. ("**Burnstone**") is pleased to announce that it has closed the non-brokered private placement of 1,666,666 units of Burnstone at a price of $0.06 per unit (the "**Units**"), as previously announced by news release dated October 15, 2010, for proceeds to Burnstone of $100,000 (the "**Private Placement**"). Each Unit is comprised of one (1) common share and one (1) transferable share purchase warrant. Each share purchase warrant will entitle the holder to purchase one (1) additional common share in Burnstone at $0.10 per share until November 2, 2012.

The Private Placement has been oversubscribed by an additional 556,667 Units for additional proceeds to Burnstone of $33,399.98. The gross proceeds raised for the Private Placement were $133,399.98. The issued securities are subject to a hold period until March 3, 2011. No finder fees were paid.

As subscribers to the Private Placement, Emmet McGrath and Gordon Keevil, directors of Burnstone, acquired directly an aggregate of 140,000 Units. The participation by insiders in the Private Placement is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued nor the consideration being paid exceeds 25% of Burnstone's market capitalization.

Proceeds from the private placement will be used by Burnstone for general working capital and operating expenses.

For further information, please contact:
Gordon Keevil – President
(604) 687-2038 or visit our website at www.pure-diamonds.ca or www.burnstoneventures.com.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

This release includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements in this release, other than statements of historical facts, that address future production, reserve potential, exploration and development activities and events or developments that the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see our public filings at www.sedar.com