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” or “Burnstone”)

Item 2 Date of Material Change

April 28, 2011

Item 3 News Release

The news release was disseminated on May 3, 2011 by way of the facilities of Market Wire News. Copies were also forwarded to the British Columbia Securities Commission, Alberta Securities Commission, Saskatchewan Financial Services Commission, Manitoba Securities Commission and the Ontario Securities Commission via SEDAR.

Item 4 Summary of Material Change

The Company announced that the acquisition of all of the issued and outstanding shares of Tomichi Copper Corp. (“**Tomichi**”) has closed. The acquisition included an option to earn a 100% interest in the Tomichi copper-molybdenum (Cu-Mo) porphyry project in Gunnison County, south-central Colorado, (the “**Project**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

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The Company also announced the commencement of the 2011 exploration program on the Project located within the Colorado Mineral Belt.

The Company issued 3.1 million shares for the acquisition of Tomichi, and paid a finder’s fee in compliance with the regulations of the Canadian National Stock Exchange. Tomichi, through its US subsidiary, has the right to purchase a 100% interest in the Project for an exercise price of $4 million US on or before the seventh anniversary of the option agreement (the “**Option**”). A payment of $15,000 was made on signing and, until the Option is exercised, cash payments of $40,000, $60,000, $80,000, $125,000, $150,000 and $180,000 are required on the first to sixth anniversary to keep the Option in good standing. If the Option is exercised, no further annual payments are required. The current owners will retain a 1.5% Net Smelter Royalty. Mr. James Chapman, P.Geo, is responsible for the design of the program and all exploration work on the Project will be done under his supervision.

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

Eugene Beukman, Vice President, Administration

Business Telephone: (604) 687-2038
Facsimile: (604) 687-3141

Item 9 Date of Report

May 3, 2011