

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

Burnstone Ventures Inc.
Suite 800 – 1199 West Hastings Street
Vancouver, BC
V6E 3T5 (the “**Company**”)

Item 2 Date of Material Change

September 7, 2012

Item 3 News Release

The news release was disseminated on September 10, 2012 by way of the facilities of 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 closed the 1st tranche of the private placement for **5,466,666** units for gross proceeds to Burnstone of **\$820,000.00**

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed the 1st tranche of its private placement for **5,466,666** units at a price of **\$0.15** per unit (the “**Units**”), as previously announced by news release dated **August 22, 2012** for proceeds to Burnstone of **\$820,000.00** (the “**Private Placement**”). Each Unit is comprised of **one (1)** common share and **one-half (½)** of **one (1)** transferable share purchase warrant. Each **whole** share purchase warrant entitles the holder thereof to purchase on additional common share in Burnstone on or before March 7, 2014 at a per share price of \$0.25.

The securities issued are subject to a **four (4) month hold** period that expires on **January 8, 2013**.

No finder’s fees were paid in connection to the 1st tranche of the private placement.

Proceeds from the Private Placement will be used by Burnstone for continued exploration at the Tomichi Copper and Silver properties and general ongoing corporate and working capital purposes.

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

Douglas A. Fulcher, President

Business Telephone: 604 687 2038

Facsimile: 604 687 3141

Item 9 Date of Report

September 11, 2012