MATERIAL CHANGE REPORT

Pursuant to
Section 75(2) of the Securities Act (Ontario)
Section 85(1) of the Securities Act (British Columbia)
Section 146(1) of the Alberta Securities Act (Alberta)

Item 1 - Reporting Issuer:

Purepoint Uranium Group Inc.
67 Yonge Street, Suite 501
Toronto, Ontario
M5E 1J8

Item 2 - Date of Material Change:

November 7, 2005

Item 3 – Press Release:

The press release attached hereto as Schedule "A" was disseminated over Filing Services Canada on November 7, 2005.

Item 4 – Summary of Material Change:

Purepoint Uranium Group Inc. (the "Company") completed a private placement of 13,750,000 units at $0.40 per unit for gross proceeds of $5,500,000. Each unit consists of one flow-through common share of the Company and one-half of a common share purchase warrant. Each whole such warrant entitles its holder to acquire one common share of the Company at an exercise price of $0.50 per share for a period of twelve months from its date of issuance.

Item 5 – Full Description of Material Change:

The material change is fully described in the press release attached hereto as Schedule "A".

Item 6 – Reliance on Confidentiality Sections of the Securities Acts:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Senior Officers:

For further information, please contact

Christopher Frostad, President and Chief Executive Officer (416) 603-8368

Item 9 – Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto this 7th day of November, 2005.

PUREPOINT URANIUM GROUP INC.

Per: "Christopher Frostad"
Christopher Frostad
President and Chief Executive Officer

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Schedule "A"

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRE SERVICES

FOR IMMEDIATE RELEASE

Purepoint Uranium Group Inc:
Closes $5.5 Million Private Placement

Toronto, November 7, 2005 – Purepoint Uranium Group Inc. (TSX-V:PTU) is pleased to confirm the closing of their private placement announced on October 21, 2005 with Blackmont Capital Inc. and CIBC World Markets Inc. as agents. The placement raised gross proceeds of $5,500,000, consisting of a total of 13,750,000 units. each unit comprising one flow-through common share and one half of one common share purchase warrant. Each full warrant entitles the holder to purchase one common share at $0.50 per share for a period of one year from the closing date.

"We were particularly pleased with the overwhelming retail demand for this offering," said Chris Frostad, President & CEO, Purepoint Uranium Group Inc. "We now have a shareholder base that is more balanced between retail, institutions, and insiders."

The gross proceeds of the offering will be spent on the company's properties in the Canadian Athabasca Basin. This winter's advanced program on the company's Turnor Lake and Red Willow projects will be one of the few drill programs to be carried out by a junior explorer in the Basin this season. In addition, this financing will allow Purepoint to advance its remaining five properties in preparation for drilling during the 2006-2007 session.

Blackmont Capital Inc. and CIBC World Markets Inc. received a cash fee of 8% of the gross proceeds raised from the offering, as well as broker's warrants, exercisable for a period of 24 months, to purchase a number of common shares equal to 10% of the number of units issued in the offering at a price of $0.40.

Purepoint Uranium Corporation is a uranium exploration company driven by intellectual, precision prospecting focusing on distinct, targeted properties with historic significance in the Canadian Athabasca Basin. Currently, Purepoint's seven, 100 per cent owned, Athabasca Basin uranium projects cover nearly 120,000 hectares and are considered high prospect properties that include several near term targets that are drill ready for winter 2005/06.

Disclosure regarding forward-looking statements

Note: This press release contains projections and forward-looking information that involve various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Corporation. These risks and uncertainties could cause actual results and the Corporation's plans and objectives to differ materially from those expressed in the forward-looking information. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and expressly qualified in their entirety by this notice. The Corporation assumes no obligation to update forward-looking information should circumstances or management's estimates or opinions change.

Ends

For further information please contact:
www.purepoint.ca
Chris Frostad
cfrostad@purepoint.ca
(416) 603-8368

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.