

BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT and section 151
of the *Securities Rules*

Reporting Issuer

ABINGTON VENTURES INC.

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2. Date of Material Change August 9, 2004
3. Press Release
August 9, 2004 through the facilities of the Market News Publishing, and Vancouver Stockwatch.
4. Summary of Material Change
See attached news release dated for reference August 9, 2004
5. Full Description of Material Change
See attached news release dated for reference August 9, 2004
6. Reliance on Section 85(2) of the Act
Not Applicable
7. Omitted Information
Not Applicable
8. Senior Officers
Walter Brenner, President
J. Lewis Dillman, Secretary
9. Statement of Senior Officer
The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia August 9, 2004

Yours truly,

ABINGTON VENTURES INC.

Per: Walter Brenner

Walter Brenner, *President*

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August 9, 2004

**TRADING SYMBOLS:
ABV-(TSX-V) / HEL-(TSX-V)**

ABINGTON TO JOINT VENTURE WITH HELLIX IN ARIZONA

NEWS RELEASE

ABINGTON VENTURES INC. / HELLIX VENTURES INC. Abington Ventures has entered into a joint exploration plan of operations with Hellix Ventures for a 50% participating interest in the Hellix claim group. The claim group is adjacent to the Verdstone property currently optioned by Abington Ventures.

The companies are preparing to drill targets identified by an IP resistivity survey conducted by D.G. Mark, P.Geo. The survey identified five resistivity lows that reflect the epithermal alteration associated with known epithermal gold mineralization in the area. The alteration zone extends up to 500 feet along strike and up to 100 feet wide. Vertical depths to the probably epithermal veins vary from near surface to 110 meters (360 feet).

The Hellix claim group covers an indicated gold-silver bearing epithermal zone as evident from phyllic/argillic alteration zone, extending for up to 500 feet along strike and up to 100 feet wide. Selected grab samples over 300 feet taken from within the alteration zone, returned assays of up to 8.01 gm/mt (0.27 oz/t gold). Drilling will test and delineate the potentially economic mineral zones.

The Verdstone Gold mine, is located 125 miles west of Phoenix, Arizona and was a past producer during the period 1992-1996. Production was estimated at approximately 500,000 tons of 0.5 opt gold ore. 2003 drill results indicated a new deposit (V3W) that is open to the north, west and east.

Abington Ventures has oil producing properties in Canada and mineral exploration properties in Arizona, USA and Durango, Mexico.

**ON BEHALF OF THE BOARD OF DIRECTORS
ABINGTON VENTURES INC.**

Per: *Walter Brenner*
Walter Brenner, President

“The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.”