

**Form 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

Abington Resources Ltd. (the "Company")  
Suite 125A - 1030 Denman Street  
Vancouver, British Columbia V6G 2M6

**Item 2 Date of Material Change**

April 24, 2012

**Item 3 Date of News Release**

The Company disseminated the news release on April 24, 2012, via Stockwatch and filed it via SEDAR with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

**Item 4 Summary of Material Change**

The Company has announced the annual and special meeting results and appointment and resignation of officers of the Company.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see attached news release.

**5.2 Disclosure for Restructuring Transactions**

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

Barry Underhill, President, CEO and Director,  
Tel: (604) 683-6616

**Item 9 Date of Report**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 24<sup>th</sup> day of April 24, 2012.

**ABINGTON RESOURCES LTD.**

*"Barry Underhill"*

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Per: Barry Underhill

**TSX-V: ABL**

**For Immediate Release**

**April 24, 2012**

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**ABINGTON ANNOUNCES ANNUAL GENERAL MEETING RESULTS**

Vancouver, B.C., April 24, 2012 – ABINGTON RESOURCES LTD. (the “Company”) announces that the Company held its annual general meeting of its shareholders on April 19, 2012 (the “Meeting”) and at the Meeting the shareholders approved the following:

1. The election of Walter Brenner, J. Lewis Dillman, Philip Taneda and Barry Underhill as the directors of the Company for the ensuing year.
2. The appointment of Watson Dauphinee & Masuch, Chartered Accountants, as the auditors of the Company at a remuneration to be fixed by the directors of the Company for the ensuing year.
3. The approval of the 10% rolling stock option plan of the Company.

The Company would also like to announce that the Company has appointed Barry Underhill as the President and Chief Executive Officer of the Company and Zeny Manalo as the Chief Financial Officer of the Company. Mr. Underhill is also a director of the Company.

Ms. Manalo has 28 year experience in accounting and administration work for several Canadian and USA public companies.

Walter Brenner has resigned as a director and the President and Chief Executive Officer of the Company effective immediately. The board would like to thank Mr. Brenner for his tenure as a director and the President and Chief Executive Officer of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

**ABINGTON RESOURCES LTD.**

(signed) “*Barry Underhill*”

Barry Underhill  
Director

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