

**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**

**ANDOVER VENTURES INC.**

Suite 125A – 1030 Denman St.

Vancouver, British Columbia

V6G 2M6

Phone No. (604) 683-3137

Fax (604) 684-4407

2. Date of Material Change    March 31, 2004
  
3. Press Release  
March 31, 2004 through the facilities of the Market News Publishing, and Vancouver Stockwatch.
  
4. Summary of Material Change  
See attached news release dated for reference March 31, 2004
  
5. Full Description of Material Change  
See attached news release dated for reference March 31, 2004
  
6. Reliance on Section 85(2) of the Act  
Not Applicable
  
7. Omitted Information  
Not Applicable
  
8. Senior Officers  
Frank Underhill, President
  
9. Statement of Senior Officer  
The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia March 31, 2004

Yours truly,

**ANDOVER VENTURES INC.**

Per: Frank Underhill

Frank Underhill, *President*

**ANDOVER VENTURES INC.**  
Suite 125A – 1030 Denman St.  
Vancouver, British Columbia V6G 2M6  
Phone No. (604) 683-6657  
Fax (604) 684-4407

March 31, 2004      TSX-V TRADING SYMBOL: AOX.P

**NEWS RELEASE**

Andover Ventures Inc. (the "Company") [TSX Venture:AOX] is extremely sad to report that Mr. Arthur T. Fisher, the Company's President, passed away suddenly on Friday, January 23, 2004. Mr. Fisher was appointed as Director on June 25, 2003. A professional engineer, graduate of the University of Edinburgh in mining engineering and business administration, Mr. Fisher touched many lives during his long and illustrious career. Our thoughts and prayers are with his family, friends and colleagues.

No new director has been appointed. The Company is actively looking for a Qualifying Transaction and review of technical reports on mineral properties are being reviewed by the Directors and qualified consultants.

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

Per: *Frank Underhill*  
**Frank Underhill, President**

*The TSX has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the information contained herein.*