FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

Andover Ventures Inc.
(the "Company")
Suite 890 - 999 W. Hastings St.
Vancouver, British Columbia
V6C 2W6

Item 2 Date of Material Change

December 4, 2008

Item 3 News Release

The Company disseminated the news release on December 4, 2008, 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 been served with a statement of claim and it intends to file a counterclaim. Also, Greg Liller has resigned as a director of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release for further details.

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

None.

Item 8 Executive Officer

Wayne Moorhouse, Chief Financial Officer, (604) 682-2205

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 4th day of December, 2008.

Yours truly,

Andover Ventures Inc.

Per: Gordon Blankstein, Director

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ANDOVER
VENTURES

Suite 890, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2
Phone: 604-682-2168 / Toll Free: 800-266-4484 / Fax: 604-682-2169

ANDOVER RECEIVES
NOTICE OF LEGAL ACTION AND INTENDS TO COUNTERCLAIM

December 4, 2008, Vancouver, B.C. - **Andover Ventures Inc.** (**"Andover"**) (**AOX-TSX:V**) (**R2X – Frankfurt Exchange**) announces that on December 2, 2008, it requested from Genco Resources Ltd. ("Genco") the repayment of CDN$2 million and the return of 1.5 million Andover common shares on or before December 5, 2008, which were advanced to Genco as part of the conditional purchase by Andover of Genco's interest in Chief Consolidated Mining Company pursuant to an agreement between the parties dated June 23, 2008, as amended (the "Agreement"), that did not complete. Subsequently, Andover received a Statement of Claim filed by Genco in the Supreme Court of British Columbia, alleging that approximately US$3 million and 250,000 common shares of Andover are owing to Genco as a result of an alleged breach of the Agreement.

Management of Andover believes that Genco's claim is without merit and intends to vigorously defend against this action. Andover also intends to counterclaim for all cash amounts previously advanced and all common shares of Andover previously issued to Genco pursuant to the Agreement.

In addition the company announces the resignation of Mr. Greg Liller from the companies board of directors, Mr. Liller is thanked for his contribution to the company and will continue in his role as President of Genco Resources.

FOR FURTHER INFORMATION PLEASE CONTACT:
Investor Relations:
Richard Martens
Telephone: 1-604-682-2168
Int'l Toll Free: 1-800-266-4484
Facsimile: 1-604-682-2169
rick@andoverventures.com