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

September 28, 2010

Item 3 News Release

The Company disseminated the news release on September 28, 2010, 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 announced the appointment of Larry Segerstrom as Chief Operating Officer (the "COO"), as well as the grant of 350,000 stock options to the new COO.

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

Gordon Blankstein, CEO, Chairman and Director
Tel: (604) 682-2168

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 28th day of September, 2010.

Yours truly,

ANDOVER VENTURES INC.

"Gordon Blankstein"

Per: Gordon Blankstein

ANDOVER
VENTURES

ANDOVER APPOINTS CHIEF OPERATING OFFICER

September 28, 2010, Vancouver, B.C. - **Andover Ventures Inc.** (“**Andover” or the “Company”**) (**AOX-TSX:V**) (**R2X – Frankfurt Exchange**) is pleased to announce the appointment of Mr. Larry Segerstrom to the position of Chief Operating Officer. Mr. Segerstrom brings many years of experience in the exploration, development and operation of mining properties throughout the world. Andover’s Board of Directors believes that the additional skills and knowledge that Mr. Segerstrom brings to the Company will be instrumental for the development of the Company’s portfolio of advanced stage projects.

Mr. Segerstrom has more than 30 years of experience in the mining industry, including 25 years in exploration and 15 years in management. From 2006 to the present, Mr. Segerstrom has been the Chief Operating Officer of Paramount Gold & Silver Corp., which is exploring and developing precious metals deposits in Mexico and the United States. Together with Paramount's exploration team, Mr. Segerstrom led the discovery and development of new resources of more than 1 million ounces of gold and 100 million ounces of silver on the San Miguel project in Mexico. Mr. Segerstrom also helped secure more than $50 million in corporate financing.

From 1999 to 2003, Mr. Segerstrom was manager of the Geologic Services Group for Freeport-McMoRan. Mr. Segerstrom managed all onsite geologic activities in the Grasberg Mining District in Indonesia for Freeport. This includes open pit and underground mine geology and district exploration.

From 1993 to 1999, Mr. Segerstrom was General Manager of Layne Christensen drilling company's successful Mexican subsidiary.

As a geologist for Newmont, Noranda and Phelps Dodge from 1976-1993, Mr. Segerstrom conducted greenfield and brownfield exploration, evaluation and development in diverse geologic settings in Western United States, Mexico and Chile. These included epithermal precious metal (low and high sulfidation), mesothermal shear-hosted gold, iron oxide copper-gold, polymetalic replacement, copper porphyry/skarn and porphyry molybdenum projects.

Mr. Segerstrom has a B.S. (Geology) Degree from Colorado State University, an M.S. (Geology) Degree from University of Arizona, and an M.B.A. from Thunderbird School of Global Management.

Andover Chairman and CEO Gordon Blankstein comments, “We are very pleased to have Larry join our Management team at Andover. His responsibilities will include the execution of our corporate strategy by leveraging his extensive experience to manage our diverse set of advanced stage projects. We anticipate Larry adding other mining professionals, as required, to the team”.

Newly appointed Chief Operating Officer, Mr. Larry Segerstrom comments, “I look forward to joining the Andover team. Andover’s portfolio of large advanced stage projects is exciting. I am anxious to build our geological staff so that we may aggressively and systematically develop and exploit these assets. I look forward to contributing to this goal"

Andover further announces 5 year options for 350,000 shares of corporate stock exercisable at 35 cents per share for the new COO of the Company. These options are subject to regulatory approval.

For further information we invite you to visit us at
www.andoverventures.com

ON BEHALF OF THE BOARD
Signed "Gordon Blankstein"
CEO and Chairman

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