

**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

November 3, 2009

Item 3 News Release

The Company disseminated the news release on November 3, 2009, 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 that American Drilling Corp. of Spokane, Washington, USA commenced the two phase drill program on the high grade past producing Burgin Mine (silver-lead-zinc) and the past producing Trixie mine (gold-silver), both located within the East Tintic Mining District, approximately 50 miles southeast of Kennecott's Bingham Canyon Mine, Near Salt Lake City, Utah, USA.

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 3rd day of November, 2010.

Yours truly,

ANDOVER VENTURES INC.

"Gordon Blankstein"

Per: Gordon Blankstein



ANDOVER VENTURES

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Drilling Commenced on East Tintic Mining District, Utah, USA

November 03, 2009, Vancouver, B.C. - Andover Ventures Inc. (“Andover” or the “Company”) (AOX-TSX:V) (R2X – Frankfurt Exchange) is pleased to report American Drilling Corp. of Spokane Washington has commenced the 2 phase drill program on the high grade past producing Burgin Mine (silver-lead-zinc) and the past producing Trixie Mine (gold-silver). Both projects are located within the East Tintic Mining District, approximately 50 miles southeast of Kennecott’s Bingham Canyon Mine, near Salt Lake City, Utah, USA.

About Andover:

Andover Ventures is a precious and base metal exploration and development company, headquartered in Vancouver, British Columbia, Canada. Andover Ventures holdings are located in the historic East Tintic Mining District, Utah, USA and the Polymetallic rich Ambler Mining District, located in Alaska, USA.

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

ON BEHALF OF THE BOARD

Signed “Gordon Blankstein”

Gordon Blankstein
CEO and Chairman

FOR FURTHER INFORMATION PLEASE CONTACT:

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The TSX Venture Exchange has not reviewed nor does it accept responsibility for the adequacy or accuracy of this press release