

**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

January 8, 2010

Item 3 News Release

The Company disseminated the news release on January 8, 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 that it completed Phase1 of the drill program on Chief Consolidated Mining Company's property located in the East Tintic Mining District, 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



Two New Zones Discovered in Phase 1 Drill Program at East Tintic District, Utah

January 08, 2010, Vancouver, B.C. - Andover Ventures Inc. (“Andover” or the “Company”) (AOX-TSX:V) (R2X – Frankfurt Exchange) is pleased to report the completion of Phase 1 of the drill program on Chief Consolidated Mining Company’s property located in the East Tintic Mining District, Utah, USA. Four holes were rotary drilled and cased to approximately 1040 feet. Three holes were then core rig drilled inside the casing to approximately 1700 feet. The fourth hole will be completed in the spring of 2010.

The Company has logged and split all core on the first three holes (C0903, C0902, C0904) and submitted the samples to ALS Chemex prep lab in Elko, Nevada, USA and then for assay at ALS Chemex lab in Vancouver, British Columbia, Canada.

Samples were analyzed by ALS Chemex in a step-wise fashion, with all samples analyzed for gold (analytical range of 0.01 to 100 grams) and a 33-element package which includes silver (up to 200 grams), lead (up to 10%) and zinc (up to 10%). Samples which ran over the limits on silver, lead and zinc in the multi-element package were re-analyzed using a second assay technique with upper limits of 1500 grams of silver, 20% lead and 30% zinc. Samples which ran over limit for lead using the second method were run a third time using wet chemical (titration) methods. Hole C0903 is awaiting the third assay review from ALS Chemex Vancouver laboratory due to the high grade averages for lead.

This Hole (C0903) encountered the Burgin extension zone with the ore grade-silver-lead-zinc zone estimated at 108 feet thick. The hole also encountered two new upper ore grade silver-lead intercepts in quartzite breccia of approximately 11 feet and 32 feet thick respectively.

This quartzite breccia was encountered above the Burgin extension zone in all three completed drill holes and appears to be part of the stratigraphy of the East Tintic fault zones that host the Burgin Deposit.

Full assays on the first hole (C0903) are currently being completed and results are being compiled and will be released shortly. Holes two and three (C0902, C0904) will be released as soon as the assays are received.

The drill program will be used to confirm previous data from the 105 holes of drilling at the Burgin Extension deposit completed by Kennecott Resources, Sunshine Mining Company and Chief. This drilling is planned to provide sufficient data to compile an NI 43-101 compliant resource calculation. Andover COO, Mr. David Lajack is managing the drill program.

Mine Development Associates, of Reno, Nevada, USA in their report titled, "UPDATE of 1988 Burgin Mine Feasibility Study" in 2001 estimates, based upon 105 holes drilled into the Burgin Extension deposit, the resource (Pre-NI-43-101) at 1,482,000 tons averaging, 16.1 opt. silver, 19.6% lead and 6.3% zinc for an estimated contained metal content of 23,873,321 ounces of silver, 582,537,148 lbs. of lead and 185,926,269 lbs. of zinc.

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.

*Feasibility studies on the mentioned properties have not been completed nor is there any certainty that any proposed operations will be viable. All resources and reserves included in this letter were estimated from historical sampling and drilling and were prepared prior to the creation of the CIM Standards on Mineral Resources and Reserves Definitions and Guidelines (the "CIM Standards").

As such, such historical estimates do not comply with the definitions as described in the CIM Standards or with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"). Andover believes that the historical estimates are relevant to the extent they show potential mineralization on the properties, however, a qualified person has not done sufficient work to classify the historical estimates as current mineral resources or mineral reserves and Andover is not treating the historical estimates as current mineral resources or mineral reserves as defined in section 1.2 and 1.3 of NI 43-101, and therefore the historical estimates should not be relied upon.*

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