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

August 5, 2011

Item 3 News Release

The Company disseminated the news release on August 8, 2011, 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 pursuant to National Instrument 43-101 its July 29, 2011 technical report entitled "Technical Report on the Burgin Extension Deposit, Burgin Project, East Tintic Mining District, Utah County, Utah, USA" has been SEDAR filed.

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 12th day of August, 2011.

Yours truly,

ANDOVER VENTURES INC.

"Gordon Blankstein"

Per: Gordon Blankstein

ANDOVER VENTURES ANNOUNCES SEDAR FILING OF RESOURCE ESTIMATE FOR BURGIN EXTENSION DEPOSIT, EAST TINTIC MINING DISTRICT, UTAH, USA

August 8th, 2011, Vancouver, B.C. - **Andover Ventures Inc. ("Andover")** (**AOX-TSX: V**) (**AOVTF-United States**) (**R2X-Frankfurt Exchange**) announces today that it has completed SEDAR Filing of the National Instrument 43-101 technical report Resource Estimate for the Burgin Extension Deposit (see Andover's news release dated June 22nd, 2011) owned by Chief Consolidated Mining Company, (approximately 78.5% owned by Andover). The technical report is available at www.sedar.com and also on the corporate web site, www.andoverventures.com

Qualified Person
The new Mineral Resource Estimate was completed by Paul Tietz, Senior Geologist at MDA, an independent Qualified Person as defined by National Instrument 43-101.

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, Alaska, USA.

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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