

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 NAME AND ADDRESS OF COMPANY

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

Item 2 Date of Material Change

January 6, 2012

Item 3 News Release

The Company disseminated the news release on January 6, 2012, 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 has changed its name and effective immediately the Company's common shares will now trade on the TSX Venture Exchange under the name Andover Mining Corp.

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 6th day of January, 2012.

Yours truly,

ANDOVER MINING CORP.

"Gordon Blankstein"

Per: Gordon Blankstein



A N D O V E R V E N T U R E S

ANDOVER CHANGES NAME TO ANDOVER MINING CORP.

January 06, 2012, Vancouver, B.C. – ANDOVER MINING CORP. (formerly “Andover Ventures Inc.”) (“Andover” or the “Company”) (AOX-TSX: V) (AOVTF-United States) (R2X-Frankfurt Exchange) is pleased to announce that the Company has received TSX Venture Exchange approval to change its name to Andover Mining Corp.

The name change is effective immediately and the Company’s common shares will now trade on the TSX Venture Exchange under the name Andover Mining Corp. and under the same symbol of "AOX". No change has been made to the Company’s share capital.

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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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.