

**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 20, 2012

Item 3 News Release

The Company disseminated the news release on January 20, 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 its chief operating officer of the Company has resigned effective immediately.

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 23rd day of January, 2012.

Yours truly,

ANDOVER MINING CORP.

"Gordon Blankstein"

Per: Gordon Blankstein



ANDOVER MINING CORP

ANDOVER MINING ANNOUNCES MANAGEMENT CHANGE

January 20, 2012, Vancouver, B.C. - Andover Mining Corp., (“Andover” or the “Company”) (AOX-TSX: V) (AOVTF-United States) (R2X-Frankfurt Exchange) announces today, Mr. Larry Segerstrom, has resigned as COO of the Company effective immediately. Mr. Segerstrom will continue to assist the Company as a special advisor to the Company’s management team.

The Company wishes to thank Mr. Segerstrom for his services and looks forward to his continued relationship as a corporate advisor.

The Company also announces that it has been named in an action filed in Utah State Court by two shareholders of Chief Consolidated Mining Company. The Company has retained Utah Council and intends to rigorously defend itself in this action.

About Andover:

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

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

ON BEHALF OF THE BOARD

Signed “Gordon Blankstein”

CEO and Chairman

CONTACT INFORMATION:

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