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 30, 2012

Item 3 News Release

The Company disseminated the news release on January 30, 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 Mr. Kent Turner has been appointed chief operating officer of the Company 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 30th day of January, 2012.

ANDOVER MINING CORP.

"Gordon Blankstein"

Per: Gordon Blankstein

ANDOVER MINING CORP

ANDOVER MINING CORP. ANNOUNCES THE APPOINTMENT OF KENT TURNER AS COMPANY COO

January 30, 2012, Vancouver, B.C. - **Andover Mining Corp.,** (“**Andover” or the “Company”**) (**AOX-TSX: V**) (**AOVTF-United States**) (**R2X-Frankfurt Exchange**), announced today that Mr. Kent Turner has been appointed as the Company’s Chief Operating Officer (“COO”), effective immediately.

Mr. Turner received his Bachelor’s degree in Geology and Geophysics from Yale University and his Master’s degree in Economic Geology from the University of Arizona. He is a Fellow of the Society of Economic Geologists and a member of the Alaska Miners Associations and the Northwest Mining Association.

Mr. Turner has been actively involved in all phases of the mineral exploration business for more than 30 years. Mr. Turner spent much of his professional career with Cominco American (Teck Resources Ltd.).

Mr. Turner has worked on many successful exploration and development projects. These include making significant contributions to the discovery and development of several major gold, copper and zinc deposits. Examples include the Paalaaq and Anarraq zinc-lead deposits in the Red Dog District, (Alaska), the Pebble Copper deposit (Alaska), Kinsley gold deposit (Nevada), Pogo gold deposit (Alaska), Summitville gold deposit (Colorado) and the Jerrit Canyon gold deposits (Nevada).

Gordon Blankstein, Andover’s Chairman and CEO commented, “The addition of Kent to our senior management team, with his experience from years of working for Cominco American on projects in Alaska like the Red Dog Mine, the Pebble Copper project and the Pogo Gold Mine will certainly help accelerate our efforts in Alaska. One of his roles as COO will be to continue to augment and build our management team, utilizing his vast knowledge and contacts. We are excited to have him join Andover”.

Mr. Turner will join Andover’s senior management team that includes Mr. Brad Peek, General Manager for Andover’s Ambler District SUN Project in Alaska, and Mr. Mike Carter, General Manager of Chief Consolidated Mining Company’s East Tintic Mining District in Utah.

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, 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

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