

**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**

May 16, 2013

**Item 3 News Release**

The Company disseminated the news release on May 16, 2013, 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 6,666,667 shares of its common stock were sold through the facilities of the TSX Venture Exchange and that further to its news release of April 18, 2013, it has completed the non-brokered private placement of 10,567,767 units at a price of \$0.15 per unit for gross proceeds of \$1,585,165

**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 23<sup>rd</sup> day of May, 2013.

Yours truly,

**ANDOVER MINING CORP.**

*"Gordon Blankstein"*

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Per: Gordon Blankstein



**ANDOVER MINING CORP**

## **ANDOVER MINING CORP. ANNOUNCES PRIVATE PLACEMENT CLOSING**

**May 16th, 2013, Vancouver, B.C. - Andover Mining Corp., (“Andover” or the “Company”)** (AOX-TSX: V) (AOVTF-United States) announces today that 6,666,667 shares of its common stock were sold through the facilities of the TSX Venture Exchange. The sellers of the shares will be using the sale proceeds to participate in the companies private placement of Subscription Receipts, announced April 18<sup>th</sup>, 2013. No insiders of the Company participated in the transaction.

Andover also announces that it has received subscriptions for \$1,585,165 for the private placement announced April 18<sup>th</sup>, 2013 and has, subject to exchange approval, increased the size of the private placement by \$85,165 to satisfy the private placement subscription agreements in hand. The private placement will close upon final exchange approval being received.

### ***About Andover:***

*Andover is a precious and base metal exploration and development company focused on copper exploration at its flagship asset, the SUN project, located in the Ambler Mineral Belt, Northwest, Alaska. The Ambler Mineral Belt hosts world-class VMS deposits containing copper, zinc, lead, gold and silver. The Ambler Mineral Belt is one of the richest and most-prospective copper mineral belts located in one of the safest geopolitical jurisdictions in the world.*

*In Utah, Andover, through its 83.5% ownership of Chief Consolidated Mining Company whose lands are located in the historic East Tintic Mining District, has a multi faceted development approach. The Big Hill project, where Kennecott Exploration Company can earn a 55% interest by carrying Chief through to the end of a Feasibility Study, is focused on a large porphyry copper prospect. The Burgin Complex, host to a limestone, silver lead zinc deposit has completed a PEA and is preparing this deposit and the Trixie gold mine toward exploitation.*

*Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding its mineral projects. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits Andover will obtain from them. These forward-looking statements reflect management’s current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including factors beyond*

*Andover's control. These forward-looking statements are made as of the date of this news release.*

For further information we invite you to visit us at [www.andovermining.com](http://www.andovermining.com)

ON BEHALF OF THE BOARD

Signed "Gordon Blankstein"

CEO and Chairman

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