FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

Ashburton Ventures Inc.
1220 - 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

Item 2 Date of Material Change

February 25, 2010

Item 3 News Release

The Company disseminated the news release on February 25, 2010 via Stockwatch and SEDAR filed it with the British Columbia, Alberta, Saskatchewan and Ontario Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company announces it has granted First Lithium Resources Inc. the option to earn an 80% interest in the Teels lithium prospect.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

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

Michael England, CEO and Director
Email: englandcommunications@shaw.ca
Tel: 604-683-3995

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 25th day of February, 2010.

ASHBURTON VENTURES INC.

"Michael England"

Per: Michael England

ASHBURTON AND FIRST LITHIUM RESOURCES FORM OPTION AGREEMENT AT TEELS MARSH, NEVADA

February 25, 2010, VANCOUVER, B.C. **– ASHBURTON VENTURES INC. (ABR-TSX:V) ("Ashburton" or the "Company")** is pleased to announce it has entered into an Option Agreement to allow **First Lithium Resources Inc. (MCI-TSX:V)** to earn an 80% interest in the Teels lithium prospect, located approximately 87 kilometers (54 miles) northwest of the Clayton Valley lithium brine operation in southern Nevada. The prospect comprises 120 placer claims (2,400 acres - 3.7 square miles) that cover approximately the western two-thirds of the Teels Marsh, a closed desert basin that was confirmed as having anomalously high Li spring waters in a reconnaissance water sampling program by the Company in 2009 (see Ashburton NR, January 11, 2010).

In order to maintain the Option in good standing and to earn an 80% interest in the Property, First Lithium Resources shall make cash payments, issue common shares to the Optionor and incur Exploration Expenditures by the following deadlines:

a. pay $40,000 and issue 250,000 common shares in the capital of the Company ("common shares") within three business days of the Company receiving Exchange approval of the transactions contemplated by this Agreement;

b. pay $50,000 and issue 500,000 common shares by the first anniversary of the date on which the Optionor gains legal and beneficial title to the Property (the "Registration Date");

c. pay $85,000 and issue 500,000 common shares by the second anniversary of the Registration Date; and

d. incur Exploration Expenditures of an aggregate of $450,000 on the Property as follows:

    i. $100,000 by the first anniversary of the Registration Date;

    ii. $150,000 by the second anniversary of the Registration Date; and

    iii. $200,000 by the third anniversary of the Registration Date.

President and CEO Michael England states: "We are pleased to bring First Lithium into this project. With a company focused on lithium resource development interested in the Teels prospect, we are confident that Teels will move forward in a positive manner."

Ashburton Ventures is a junior exploration company actively seeking mineral and energy opportunities for the benefit of its shareholders. For more information please visit the Company's website located at www.ashburtonventures.com.

ON BEHALF OF THE BOARD

Michael England, President

For further information contact:
Telephone: (604) 683-3995

Forward-Looking Statement:
Some of the statements in this news release contain forward-looking information that involves inherent risk and uncertainty affecting the business of Ashburton Ventures, Inc. Actual results may differ materially from those currently anticipated in such statements. Neither the 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.