FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Ashburton Ventures Inc. (the "Company")
1220 - 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

Item 2 Date of Material Change

December 30, 2010

Item 3 News Release

The Company disseminated a news release on December 31, 2010, issued in Vancouver, British Columbia, via Stockwatch, and filed it on SEDAR with the British Columbia, Alberta, Saskatchewan and Ontario Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company has closed its private placement previously announced in a news release dated December 9, 2010.

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

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Michael England, President, CEO and Director,
Telephone: (604) 683-3995;
Email: englandcommunications@shaw.ca.

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 31st day of December, 2010.

ASHBURTON VENTURES INC.

"Michael England"

Per: Michael England

Suite 1220 - 789 West Pender St.
Vancouver, British Columbia V6C 1H2

ASHBURTON ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT

December 31, 2010, VANCOUVER, B.C. **– ASHBURTON VENTURES INC. ("Ashburton" or the "Company") (ABR-TSX:V)** is pleased to announce the closing of its private placement (the "Private Placement") announced in its news releases of December 9, 2010 and December 21, 2010. Pursuant to the Private Placement, the Company issued 10,000,000 units (the "Units") at a price of $0.08 per Unit for gross proceeds of $800,000. Each Unit is comprised of one common share (a "Share") of the Company and one-half of a common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one Share of the Company for a period of 18 months from the date of issuance at a price of $0.13 per Share.

The Company is also pleased to confirm that Premier Gold Mines Ltd. invested $600,000 through the purchase of 7,500,000 Units and at the close of the Private Placement owned approximately 11.31% of its issued and outstanding capital.

Finders fees of 25,000 broker units (the "Broker Unit") were issued in accordance with the policies of the TSX Venture Exchange. The Broker Units were issued on the same terms as the Units in the Private Placement with each Broker Unit consisting of one Share and one-half of a common share purchase warrant entitling the holder to purchase one Share of the Company for a period of 18 months from the date of issuance at a price of $0.13 per Share.

All securities issued pursuant to the private placement are subject to a hold period expiring on April 23, 2011.

Ashburton Ventures Inc. is a junior exploration company whose mission is to acquire highly prospective base and precious metal properties for the benefit of its stakeholders. The Company's website can be viewed at www.ashburtonventures.com.

ON BEHALF OF THE BOARD

"Michael England"

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Michael England, CEO and Director

FOR FURTHER INFORMATION PLEASE CONTACT:
Telephone: 1-604-683-3995
Toll Free: 1-888-945-4770

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.