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

January 13, 2012

Item 3 News Release

The Company disseminated a news release on January 13, 2012, 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 signed an agreement with Premier Gold Mines to option the Golden Edge property, located 50 kilometres east of Winnemucca, Nevada.

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 17th day of January, 2012.

ASHBURTON VENTURES INC.

"Michael England"
Per: Michael England

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

ASHBURTON SIGNS OPTION AGREEMENT FOR THE GOLDEN EDGE PROPERTY AND BEGINS STRATEGIC ALLIANCE WITH PREMIER GOLD MINES

January 13th, 2012, VANCOUVER, B.C. **– ASHBURTON VENTURES INC. (ABR-TSX:V) (ARB-FRANKFURT) ("Ashburton" or the "Company")** is pleased to announce that it has signed an agreement with Premier Gold Mines (PG-TSX; 'Premier') to option the Golden Edge property, located 50 kilometers east of Winnemucca, Nevada. The 2012 exploration program for Golden Edge will emphasize drilling for a concealed bulk minable gold target ideally positioned on a north-south structure 26 kilometers south of the Turquoise Ridge Mine (operated by Barrick Gold Corporation) and eight kilometers north of the Lone Tree Mine (operated by Newmont Mining Corporation). All of the gold and base metals deposits in this area are intimately associated with structures, with the Lone Tree Mine focused on a 90m-wide structure called the Valmy fault zone that is believed to extend northward onto the western portion of the Golden Edge property based on regional magnetics.

Golden Edge was acquired by Premier after review of historical activity on or near the property, most of which was completed in the late 1990's. Based on historical geophysics and drilling completed over six drill holes, mineralization is believed to lie beneath 200-500m of cover in Paleozoic-aged detrital and carbonate rocks of the Antler orogenic belt.

Ashburton may establish a 50%-50% joint venture agreement with Premier by completing a $750,000 year-one work commitment that includes at least $500,000 directed toward drilling. An additional $2,250,000 in exploration expenditures is required over year two and three to complete the 50% interest in the property.

As announced previously (*see news release November 3rd, 2011*), the Company has also entered into an alliance with Premier, in which Ashburton will assess new gold exploration opportunities in North America exclusive of Premier's Red Lake and Saddle project areas.

The technical contents of this release were approved by Dr. Tom McCandless, P.Geo., Vice President, Exploration for Ashburton and a qualified person as defined by National Instrument 43-101.

Ashburton Ventures Incorporated is a Canadian-based junior exploration with active mineral programs in the Yukon, Canada and Nevada, USA.

Premier Gold Mines Limited is one of North America's leading exploration companies with a high-quality portfolio of projects focused in Canada and the United States. The portfolio includes significant assets in world class gold mining districts such as Red Lake, Musselwhite and Geraldton in Ontario and the Carlin Trend in Nevada.

ON BEHALF OF THE BOARD

Michael England, President

For further information contact:

Telephone: (604) 683-3995

Forward-Looking Statement:
Some 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.