

**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

February 3, 2012

Item 3 News Release

The Company disseminated a news release on February 3, 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 amended the terms of the agreement with W. Dan Proctor to acquire 100% interest in and to the mineral interested located in the state of Nevada, United States, known as the Deep Creek gold 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

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 3rd day of February, 2012.

ASHBURTON VENTURES INC.

"Michael England"

Per: Michael England



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

ASHBURTON AMENDS TERMS OF DEEP CREEK GOLD PROSPECT AGREEMENT

February 3, 2012, VANCOUVER, B.C. – **ASHBURTON VENTURES INC.** (“**Ashburton**” or the “**Company**”) (**ABR-TSX:V**) is pleased to announce that it has successfully amended the terms of the agreement with W. Dan Proctor (“**Proctor**”) dated December 11, 2009 (the “**Original Agreement**”) wherein Ashburton purchased all of Proctor’s 100% interest in and to the mineral interests located in the State of Nevada, USA, known as the “Deep Creek Gold Prospect” (“**Deep Creek Property**”).

The acquisition of the Deep Creek Property was first announced in the Company’s news release dated December 23, 2009. Pursuant to the Original Agreement, to earn the 100% interest in the Deep Creek Property, Ashburton had to make cash payments totaling \$155,000 USD, issue 500,000 common shares in the capital of the Company (the “**Shares**”) and incur an aggregate of \$135,000 USD in expenditures over a 4 year term. Specifically, on or before December 31, 2011, Ashburton was to pay Proctor \$30,000 USD, issue to Proctor 100,000 Shares, and incur a minimum of \$100,000 USD in exploration expenditures.

Ashburton and Proctor entered into an amending agreement dated December 31, 2011 (the “**Amending Agreement**”) to amend the terms of the Original Agreement such that Ashburton would pay to Proctor \$6,000 USD, issue to Proctor 300,000 Shares, and incur a minimum of \$100,000 USD in exploration expenditures on or before December 31, 2011. This amendment results in Ashburton making a total of \$131,000 USD, issuing 700,000 common and incurring an unchanged aggregate of \$135,000 USD in expenditures over a 4 year term.

The Amending Agreement has received TSX-Venture Exchange approval. Work is ongoing on the Deep Creek Property (see news releases dated April 19, 2011 and January 18, 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”

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.