



A N D O V E R V E N T U R E S

ANDOVER VENTURES CORPORATE UPDATE NOVEMBER 2011

November 2011, Vancouver, B.C. - Andover Ventures Inc. (“Andover”)
(AOX-TSX: V) (AOVTF-United States) (R2X-Frankfurt Exchange) is pleased to provide an update for its mining projects located in the East Tintic Mining District of Utah and the Ambler District of Alaska, as well as comment on its exploration and development plans going forward for the balance of 2011 and into 2012.

Andover has several distinct advanced stage projects and with today’s metal prices they are very attractive. Your Company expects to release a steady stream of news to the market place over the next 6 to 12 months, including both quarterly financial results as well as results from development work being completed as our projects are advanced.

General Corporate Address and Update from Andover’s Chairman and CEO, Gordon Blankstein

“I have not given Andover shareholders an update since our last correspondence September 22, 2010. In these choppy markets, it’s important for you as shareholders to see the advancement our Company has made in the past year and to recognize what our future will bring. I am pleased to be able to update you on our management hires and our additions to your Company’s Board of Directors. People make projects happen and our people are capable of delivering “the goods” for our investors. I will also update you on the progress we have made in both Alaska and Utah. It’s been a very good year. Finally, I will address our plans for the remainder of 2011 and into 2012.”

“We believe, as our projects continue to progress and Andover Ventures receives more public recognition, that our share price will more accurately reflect the value our shareholders deserve and our portfolio of mining projects warrant.”

Overview of Andover’s Mineral Resource Properties:

The Company’s advanced stage projects are located within the safe and politically stable jurisdictions of the United States and more specifically in the mine friendly States of Alaska and Utah.

Ambler District, Alaska

The Company’s SUN project is located in the Ambler Mining District in northwest Alaska. The Company’s 100% owned silver-copper-lead-zinc-gold VMS (volcanogenic massive sulfide) mineralization on the Main Sun Deposit has been drilled along approximately three kilometers of strike but the highly prospective meta-volcanic Ambler Schist Belt has been traced approximately another 16 kilometers on the Andover claim block.



The Ambler District, as recognized by Metals Economics Group, is one of the world’s largest un-developed copper-zinc districts. The Ambler District has three known principal VMS deposits within the District. The largest is the Arctic Deposit owned by Nova Gold Resources Inc. (NYSE-AMEX; NG, TSX; NG), the smallest is the Smucker Deposit, owned by Teck Resources Limited (TSX: TCK.A – TCK.B, NYSE:TCK) and the SUN Deposit is owned by Andover.

A Historical Four Volume Pre-feasibility Study on the Sun Deposit (Pre NI 43-101) conducted for Anaconda Copper Mining Company in 1977 by Canadian Mine Services Ltd., Kilborn Engineering (B.C.) Ltd., and Swan Wooster Engineering Co. Ltd, and projected the following resources. These historic resource calculations were done prior to the implementation of National Instrument 43-101 and are not compliant with National Instrument 43-101 and therefore should not be relied upon.

	Tons	Silver	Copper	Lead	Zinc
Open pit	2,399,000	2.39 opt	1.93%	1.20%	4.51%
Underground	17,891,000	2.37 opt	1.91%	1.18%	4.46%

Andover maintains a 20 person camp at the SUN project along with a 1500 ft airstrip built in 2007. The camp consists of living quarters, core-logging facilities, geological

office, mess facility, showers, laundry facilities, generator and tool storage, and indoor and outdoor core storage.



In March 2011, Andover hired Bradley C. Peek., B.Sc., Geology, M.Sc., Geology, as General Manager for the SUN project. Mr. Peek has 35 years of experience including employment with Cominco American Inc, Houston Oil and Minerals/ Tenneco Minerals and Crown Resources among others. Since graduation with a B.Sc., Geology from the University of Nebraska followed by his M.Sc., Geology from the University of Alaska.

Along with Mr. Peek, senior project geologist Brian Jones headed up the day to day operations at the SUN in 2011. Mr. Jones holds a B.S. in Geology from Stanford University and an M.S. in Geology from the University of Alaska and has over 35 years of mineral exploration and development experience. He worked in the Ambler District for Kennecott Copper Corporation in the 1980's and has studied many similar volcanogenic massive sulfide deposits throughout the State of Alaska.

The 2011 program at the Sun Project consisted of NQ2 diameter core holes drilled by Core One Drilling Inc., of Delta, Colorado, USA. The focus of the 2011 drill program was to test the down dip extension of the Main Sun Deposit and to test the S.W. Sun area with exploration holes. Drill core was split and sent to ALS Minerals located in Vancouver, British Columbia, Canada, for assays.

The 2011 drill program was very successful. The three exploration drill holes drilled into the S.W. SUN encountered volcanogenic massive sulfide (VMS) mineralization and have now intersected the S.W. SUN over a strike length of .5 kilometer. This new deposit is open down-dip and to the southwest. The completed drill holes on the Main Sun Deposit encountered polymetallic massive sulfide mineralization and semi-massive sulfide mineralization. The SUN deposit has a known strike length of more than two kilometers and is open to the northeast and down-dip.

VMS deposits tend to cluster in a district and the discovery and verification during the 2011 drill program of the S.W. SUN Deposit only further underlines the tremendous potential of Andover's holdings in the Ambler District. We have followed the favorable "white schist" package of rocks and have traced them for approximately 16 kilometers to the west of the currently known SUN Deposit. This area of "white schist" is untested by drilling.



With the completion of the 2011 drill program, the project has 76 drill holes completed at the SUN. Andover completed 27 of these drill holes along with a further 49 drill holes completed by previous operators. Approximately 49,000 feet of drilling has now been completed by various mining companies on Andover's SUN property including: Andover, Anaconda, Norandra, Cominco and Bear Creek.

A selection of assay results from the 2011 drill program for both the Main SUN Deposit and the new S.W. SUN Deposit are outlined below.

Main SUN Deposit, selected intercepts:

Drill Hole No.	From (m)	To (m)	Interval (m)	True Thickness (m)	Cu (%)	Pb (%)	Zn (%)	Ag (g/T)	Au (g/T)
Sun11-24	67.5	84	16.5	15.0	1.60	3.49	10.25	80.64	0.32
Sun11-28	57.45	68.00	10.65	10.01	2.56	0.81	4.47	63.8	0.216
Sun11-28	124.75	125.00	0.25	0.23	11.40	0.29	2.50	244.0	1.540

Sun11-28 was successful in proving continuity of thickness and grade through this important portion of the Sun Deposit. Significantly, the zone in Sun11-28 below the massive sulfide horizon contained abundant stringer chalcopyrite and saphalerite. The stringer zone, logged at depths of 65.55 – 72 meters (6.45 m), containing an average grade of 1.19 % Cu, 0.20 % Pb, 1.05% Zn, 22.0 g/T Ag and 0.003 g/T Au, is believed by the onsite geologists to indicate that the feeder zone for the Sun Deposit has been intersected.

S.W. SUN Deposit, selected intercepts

Drill Hole No.	From (m)	To (m)	Interval (m)	True Thickness (m)	Cu (%)	Pb (%)	Zn (%)	Ag (g/T)	Au (g/T)
Sun11-25	155.00	159.00	4.00	3.86	1.13	1.27	4.88	46.3	0.229
Sun11-25	174.00	180.00	6.00	5.64	0.67	0.06	0.26	4.7	0.117
Sun11-26	228.00	237.30	9.30	7.12	0.41	1.57	4.79	164.2	0.248
Including	232.85	237.30	4.45	3.41	0.48	2.18	5.11	304.6	0.395
Sun11-27	159.00	164.00	5.00	3.58	2.10	0.35	1.23	231.1	0.619
Including	159.00	160.60	1.60	1.15	6.08	1.08	3.81	692.9	1.792
Sun11-27	210.00	210.50	0.50	0.36	8.10	1.08	4.57	43.2	0.049

Andover has retained Mine Development Associates of Reno, Nevada, an independent consulting firm, to review and confirm data from the past drill programs from all previous operators and for their assistance in planning our 2012 drill program which will enable us to complete an updated national instrument 43-101 compliant resource estimate for the Main SUN Deposit and to move quickly to a Preliminary Economic Assessment (PEA) on the Main Sun Deposit.

Andover has also more than doubled its land position at the Sun property to 230 State of Alaska 160 acre claims for a total land position of 36,800 acres. This is the result of an assessment by Andover's management during its 2011 field season of the large size of prospective area surrounding the Company's known SUN, S.W. SUN and Picnic Creek VMS Deposits that was unstaked. That prompted the Company to expand its land position. This should ensure that all prospective ground is covered by Andover claims.

Alaskan Governor Sean Parnell has made a priority of building infrastructure to access Alaska's natural resources and a road to the Ambler District is high on his "to-do" list. "Another roads to resources goal is to complete environmental permitting, public process and ultimately access to the Ambler Mining District and its rich mineral deposits within 5 years. The legislature and I have joined forces on this project with US \$4 million during the 2010 session, and I have included US \$1.25 Million more in this proposed budget," Parnell told the Anchorage Chamber of Commerce.

The State of Alaska Department of Transportation and Public Facilities is studying potential transportation corridors connecting the Ambler Mining District to Alaska's contiguous infrastructure. Final Reports on the Ambler Mining District Access titled Summary Report, Design Criteria Memorandum, Corridor Development Memorandum, Baseline Cost Memorandum, Geotechnical Memorandum and Environmental Overview Memorandum were all published in September 2011.

The opening paragraph in The Summary Report is as follows:" The Ambler Mining District Access project will identify, design, and construct a transportation corridor from the Ambler mineral belt to either a port location on the west coast of Alaska or the surface transportation system in Alaska's Interior. Both road and rail options are being evaluated. The selected corridor is intended to provide surface transportation access to

state lands and facilitate exploration and development of mineral resources along the Ambler mining belt.”

This work will certainly continue to expand global interest in this mineral rich district and Andover’s job is to move the SUN Deposit and the S.W. SUN to new NI-43-101 Resource Calculations in 2012.

East Tintic Mining District, Utah

Chief Consolidated Mining Company first entered the East Tintic Mining District over 100 years ago, and has a long history of operating mining properties in this district. Chief’s land holdings in the East Tintic Mining District consist of approximately 16,000 acres (65 Square Kilometers) of mostly patented and prolific ground that includes many past producing historic mineral deposits, two recently producing mines in the Trixie and Burgin, a permitted and bonded mill and potential revenue streams from these assets. It is important to understand that Chief owns the majority of this land outright, including surface and mineral rights, which provide even greater value when you consider assets such as water, which is a highly sought after commodity in the region.

“During the past year, we have finalized a number of legal and financial road blocks that faced Chief. All liens against Chief are now removed, all property taxes owed by Chief are up to date and expenses owed by Chief are current. The Environmental Protection Agency (EPA) has been settled and the first two of the five annual payments has been made.

Let me describe our recent successes in each of the areas and our plan for the balance of 2011 and into 2012.”

United States Environmental Protection Agency (EPA)

When we purchase control of Chief for approximately \$7,700,000 CAD, Chief came with a \$60,000,000 USD obligation to the EPA with regards to contaminated lands in the town of Eureka, Utah, as a result of mining activities conducted on the property around the turn of the century. While these mining practices would be considered both archaic and environmental irresponsible by today’s standards, in Chief’s defense they were standard at the time. After prolonged negotiations and reclamation efforts, on May 5, 2010 an Order Modifying Consent Decree was approved by Honorable Bruce S. Jenkins, Senior District Judge in the United States District Court for the District of Utah. The Decree calls for Chief to make annual payments of \$225,000 USD per year for five years (\$1,125,000 USD) and as a result the original Consent Decree dated January 24, 2005 shall be satisfied and discharged and the \$60,000,000 USD fine satisfied. The first two payments of \$225,000 USD were made on time.

Finalizing of Chief Share Purchase

Andover purchased controlling interest in Chief (50.78%) and had a final payment of \$2,000,000 CDN due on September 24th, 2011 and this payment was made. Andover also completed the purchase of an additional 27% interest in Chief for \$3,562,500 USD, in the late fall of 2010 and currently has an approximately 78.5% ownership in Chief.

Rio Tinto Joint Venture / Big Hill Project, Utah

On August 23, 2010 Chief and Kennecott Exploration Company, a subsidiary of Rio Tinto, signed agreements whereby Kennecott can earn a 55% interest in Chief's Big Hill Project by funding all project costs to the completion of a Feasibility Study. Chief is fully carried on a 45% interest. As of the release of this Corporate Update, Kennecott has commenced drilling on the Big Hill Project.



The Big Hill porphyry target is located in the central part of the East Tintic Mining District and is approximately 43 miles southeast of Rio Tinto's Bingham Canyon Mine, which is recognized as one of the world's largest open pit copper deposits.

Production began at Bingham Canyon in 1906 and the expected mine life for the 2000 employees is until 2034. To date the mine has produced 18,700,000 tons of copper, more than any other mine in the world. Bingham Canyon mines 300,000 to 340,000 tons of annual copper production represents 25% of the United States copper production. The mine also produces 23% of the US Molybdenum, 10% of US Silver and 7% of US Gold on an annual basis.

The Big Hill porphyry target is a stockwork of quartz veinlets that occupy the core zone of the Big Hill target area with a lithocap superimposed on the stockwork, a process known as telescoping. Lithocaps usually define the shallow parts of porphyry copper systems above the main Cu-Au/Mo zone.



In a report to Chief by Dr. Richard Sillitoe, he stated “The anticipated quartzite wall rock at East Tintic could enhance the chances of high copper grades because of its relative impermeability. The target, especially that at East Tintic, because of its lithocap characteristics and associated metal zoning pattern, compare favorably with other undrilled deep porphyry copper prospects elsewhere, as well as benefiting from the apparent lack of obvious logistical, community and environmental impediments. Furthermore, the proximity to the Tintic and Bingham District cannot be ignored, especially when it is recalled that the giant Bingham Canyon porphyry copper-gold-molybdenum deposit is associated with a halo of carbonate-replacement zinc-lead-silver deposits besides being hosted by quartzite.”

Kennecott Exploration Company states in a report to the Company dated March 2, 2011 “Similar to the Bingham porphyry deposit, the project area is surrounded by base metal vein and replacement deposits with dominate Pb-Zn mineralization to the north and high-sulphidation Au-Cu fissures to the southwest.”

Andover feels that considering the extent of alteration and the magnitude of silver, lead and zinc mineralization in the district, this undiscovered porphyry system could have the potential to rival the size of some of the world’s largest copper deposits.

BIG HILL Work Program

During the fall of 2010 and into early 2011 Kennecott Exploration Company contracted and completed magnetotelluric, airborne magnetic and IP surveys over the Chief grounds. Kennecott completed surface sampling, mapping and historical data compilation.

Airborne Magnetics

The Toronto, Ontario, Canada based airborne geophysics contractor MPX Geophysics was contracted to conduct the survey. An Astar (AS350B) helicopter operated by Classic Helicopters was used to complete the 803 line km. survey. The line spacing was 200 meters with 2000 meter spacing between the lines and the sensor was flown at approximately 60 meter elevation.

Induced Polarization Survey

Quantec Geoscience of Toronto, Ontario, Canada conducted an Induced Polarization Survey (IP) at the Big Hill using their proprietary Titan System. The survey is basically a pole-dipole layout using 100 meter receiver dipoles and recording up to 42 dipoles (or channels) at a time. Quantec surveyed six lines with a total length of 30 line kilometers. The lines were positioned over areas with intense alterations as well as conductive and magnetic features previously identified from the magnetotelluric and airborne magnetic surveys and were extended into background.

Magnetotelluric Survey

Western Geco., LLC of Houston, Texas, USA were contracted to complete a magnetotelluric (MT) survey to identify potential deep seated intrusives which could be the source for porphyry mineralization in the East Tintic District. The property was covered by a 400 X 400 meter grid of stations in the high priority area as indicated by zones of advanced argillic alteration and a 800 X 880 meter grid in the lower priority areas.

Results of the 2010 Work

In total twenty nine (29) anomalies have been identified, of which six (6) are classified as high priority (based on a conductive feature with an associated chargeability signature and depth below the surface); thirteen (13) anomalies have been classified as medium priority and ten (10) as low priority. The correlation between the 3D MT data set, the 2D DC resistivity model and the Titan-24DC/IP survey is very good.

2011 Work Program

Based on the data compilation, field work and the geophysical surveys Kennecott has identified three (3) drill targets that will be tested this year. Exploration permits for drilling were obtained from Utah's Division of Oil, Gas and Mining (DOG M) on June 20, 2011. Prior to the issuance of the drill permits, Environmental Management (ERM) of Salt lake City, Utah, USA completed a Cultural Resource Survey over the proposed drill sites. Kennecott continues field work over areas of the Big Hill property focusing on the alteration patterns as well as pebble dykes as vectors to potential porphyry mineralization. Drilling commenced on August 17, 2011 with Boart Longyear doing the drilling for Kennecott on the project.



East Tintic District Data Compilation Program.

Modern day technology in the structural analysis field needs to be applied to the East Tintic District. A concerted effort is being made to digitize all the available data accumulated over Chief's 100 year history. This data can then be presented three dimensionally to produce exploration targets and evaluate their potential size and priority. Chief has retained M2 Technical Services Inc., of Spokane, Washington to complete this work.



2011 Burgin Complex Work Program.

The Burgin Complex, with the EPA settlement now completed to eliminate Chief's corporate exposure, will now come under active development by Chief and a summary of

these prospects follow. One of the many advantages inherent in the development of this complex is the presence of accessible shafts, ventilation raises and other facilities for underground operation. These infrastructures are fully permitted and allow active mining operations. They are centered around the Burgin Mine that has a permitted concentrator plant capable of up to 725 tons per day through-put. The Burgin Complex has a series of north-south trending projects along a major thrust fault (East Tintic) and are sited along a highly prospective corridor which is approximately 2.5 km's in length.

Burgin Extension Deposit

The Company engaged Mine Development Associates "MDA" of Reno, NV., to complete both a resource estimate in accordance with National Instrument 43-101 and a Preliminary Economic Assessment ("PEA") on the Burgin Extension Deposit located within the 16,000 acres of patented claims owned by Chief in the East Tintic Mining District of Utah. The PEA is expected to be completed before the end of 2011. The Burgin Extension Deposit has been established as a high grade silver-lead-zinc deposit located on Chief's sizable land holdings, and is part of a complex which includes other known deposits such as Zone A, 5340 Zone, Zone B, The Footwall, and the Ball Park Zone. None of these deposits are included in the reported Resource Estimate. Additionally, the Burgin Extension Deposit is open on-strike and down dip. The carbonate replacement deposits or manto deposits are part of a large silver, gold, lead and zinc complex for which the East Tintic District is historically famous.



MDA - NI-43-101 BURGIN EXTENSION RESOURCES-JUNE 2011

<i>Class</i>	<i>Cutoff oz AgEq/ton</i>	<i>Tons</i>	<i>Oz Ag/ton</i>	<i>Oz Ag</i>	<i>Oz Au/ton</i>	<i>Oz Au</i>	<i>%Pb</i>	<i>Lbs Pb</i>	<i>%Zn</i>	<i>Lbs Zn</i>
<i>Indicated</i>	<i>5.0</i>	<i>920,000</i>	<i>7.28</i>	<i>6,694,000</i>	<i>0.025</i>	<i>23,000</i>	<i>9.27</i>	<i>170,461,000</i>	<i>3.45</i>	<i>63,497,000</i>
<i>Inferred</i>	<i>5.0</i>	<i>1,357,000</i>	<i>8.71</i>	<i>11,823,000</i>	<i>0.013</i>	<i>17,000</i>	<i>14.43</i>	<i>391,589,000</i>	<i>5.19</i>	<i>140,846,000</i>

The confirmation of this emerging high grade silver lead zinc deposit and resource calculation is based solely upon the Burgin Extension Deposit and does not include any of the additional deposits within this promising complex.

The Company is also conducting a re-evaluation of the known targets along the highly prospective Burgin Complex corridor of approximately 2.5 km's in length. These include the Ball Park area, a Mississippi Valley type deposit located approximately 1 kilometer north of the Burgin shaft. Sunshine Mining Company, the successor on the property to Kennecott who discovered the Ball Park in 1961, estimated in the 1980's (pre NI 43-101) the potential for 27.5 Million tons with approximate grades of 1.00 opt silver and 3 to 4% lead and 4-6% zinc.

The Sunshine target, Zone A, The Footwall and the 50-02 area were all discovered by Kennecott or Sunshine Mining Company and are all replacement type deposits along the Burgin Complex, South of the Ball Park area, but on strike from the Burgin Extension Deposit. All need further evaluation by the Company.



The Trixie Mine is a fully permitted and bonded gold and silver mine that has been on standby since March 2002 when it last operated. The mine processed 7,808 tons of ore in late 2001 until the closure in February 2002 and produced some 4,460 ounces of gold. The total mining and milling costs to process the 7,808 tons was \$694,591 USD or \$88.96 USD per ton to produce.

The Company retained Alastar H. Summers B.A.Sc., P. Eng., P. Geol., in late fall of 2010 to reexamine the Trixie Mine. In a report on the Trixie Gold Complex dated January, 2011, Al Summers focused on rehabilitating the Trixie Mine and utilizing the Burgin Mill for production. Based on this report, the company has hired a project manager, Mike Carter, and is currently refurbishing the facilities to enable the startup of mining and

processing activities. Initial production is contemplated from material stockpiled on surface while the company simultaneously rehabilitates the Trixie Mine for underground production. While we had hoped to restart production during 2011, delays in completing the repairs to the tailings area, mill and management hiring's will now force us to delay estimated mine restart until 2012.



The Sentient Group, a Strategic Investor

In September, 2011, Andover received a strategic investment of \$2.5 Million USD from the Sentient Group. Sentient has been granted the right of first refusal in future financings and the company has agreed to grant to Sentient a Board of Directors seat upon their reaching a 10% shareholding and a second Board of Directors seat upon Sentient reaching a 19.9% threshold of equity ownership. The Sentient Group of Funds is a Private Equity Resource Fund headquartered in the Cayman Islands with offices in Germany, Australia and Canada.

Management Additions

During the past year, the Company has made significant additions to our management team.

Chief Operating Officer (COO)

Larry Segerstrom was hired as the companies Chief Operating Officer. Mr. Segerstrom has more than 30 years of experience in the mining industry, including 25 years in exploration and 15 years in management. From 2006 till his hire at the Company, Mr. Segerstrom has been COO of Paramount Gold and Silver Corp., which is exploring and developing precious metal deposits in Mexico and in the United States. Together with Paramount's exploration team, Mr. Segerstrom led the discovery and development of new resources of more than 1 million ounces of gold and 100 million ounces of silver on the San Miguel project in Mexico. Mr. Segerstrom also helped secure more than \$50 million in corporate financing.

From 1999-2003, Mr. Segerstrom was manager of the Geologic Services Group for Freeport-McMoRan. Mr. Segerstrom managed all onsite geologic activities in the Grasberg Mining District in Indonesia for Freeport. This included open pit and underground mine geology and district exploration.

From 1993-1999, Mr. Segerstrom was General Manager of Layne Christensen drilling company's successful Mexican subsidiary.

As a geologist for Newmont, Noranda and Phelps Dodge from 1976-1993, Mr. Segerstrom conducted greenfield and brownfield exploration, evaluation and development in diverse geologic settings in Western United States, Mexico and Chile. These included epithermal precious metal (low and high sulfidation), mesothermal shear-hosted gold, iron oxide copper-gold, polymetallic replacement, copper porphyry/skarn and porphyry molybdenum projects.

Mr. Segerstrom has a B.S. (Geology) Degree from Colorado State University, an M.S. (Geology) Degree from the University of Arizona, and an M.B.A. from Thunderbird School of Global Management.

General Manager, Chief's East Tintic District

Michael R. Carter was hired as General Manager of Chief Consolidated Mining Company's East Tintic District. Mr. Carter has the responsibility of hiring and managing all staff required to put the Trixie Gold/Silver Mine back into production as well as the district's other assets including the Burgin Extension Deposit amongst others.

Mr. Carter has extensive industry experience with many mining companies since his graduation, with a B.Sc., Geology from the University of Idaho. He is a past Director of the Nevada Mining Association and the South Dakota Mining Association. During the last 40 years his management positions have included the following:

1. Capital Gold Inc.-Contract Consultant (Gold-Open Pit 7500 tpd)
2. Alamos Gold Inc., -General Manager/Project Manager Malatos (Gold-Open pit 10,000 tpd)
3. Geomaque Exploration Ltd.-Vice President Operations (Gold-Open pit)
4. Coeur d'Alene Mines-Mine Manager (Gold/Silver-Open pit)
5. Occidental Minerals Corporation-Project manager (Gold/Silver-Open pit)



General Manager, Andover Alaska Sun Project

The Company hired Mr. Bradley C. Peek., B.Sc., Geology, M.Sc., Geology as the General Manager for the Sun project in the Ambler District, Alaska. Mr. Peek has extensive industry experience with multiple mining companies since his graduating with a B.Sc., Geology from the University of Nebraska followed by his M.Sc., Geology from the University of Alaska. Mr. Peek has also completed a Hazardous Waste Management Program at the Colorado School of Mines.

Mr. Peek's 35 years of work experience includes employment with Cominco American Inc, Houston Oil and Minerals/Tenneco Minerals and Crown Resources among others.

Mr. Peek also has extensive water systems experience from his tenure with Zancanella and Associates, Inc. This experience includes the design and operating of water systems and State and County permitting for new systems. This background will be valuable to Andover in Utah as the Burgin Project in the East Tintic Mining District progresses.

Board of Directors

We are pleased to welcome three new Directors to the Companies Board of Directors where they joined current directors Gordon Blankstein, Manfred Schauer, Peter Legault, David Lajack and Sherman Young.

Mark Bloom

Mr. Mark Bloom has an Honors Degree in Business Studies from Greenwich University and a Research Masters Degree in Economics from Tokyo University. Mr. Bloom is a senior investment advisor based in Singapore and has a strong background in compliance

and finance. He is a Director of several hedge funds including Da Vinci Capital Management, Da Vinci FX Futures Fund and Da Vinci FX Capital.

Dr. Stewart Jackson

Dr. Stewart Jackson has a B.Sc., Geology from the University of Western Ontario, M.Sc., in Stratigraphy and Mineral Deposits from the University of Toronto, Ph.D., in Stratigraphy and Economic Geology from the University of Alberta and is a Professional Geologist (P.Geol) registered in Alberta, Canada.

Dr. Jackson is an accomplished mining professional with 49 years experience in the exploration and development of mineral deposits and in the management of public companies.

Dr. William L. Iggiagruk Hensley

Dr. William Hensley is a native Alaskan born in Kotzebue, Alaska and holds a BA from George Washington University and an Honorary Doctor of Law from the University of Alaska. Dr. Hensley has devoted his life long attention to Alaskan native affairs. He spearheaded the formation of the Northwest Alaskan native Association in 1966. He also served in various positions for 40 years with the Alaska Federation of Natives, the organization that represented the 100,000 Alaskan natives in pursuit of their land claims. These positions included Director, Executive Director, President, President Emeritus and Chairman. This work resulted in the passage of the Alaskan Natives Land Claim Settlement Act of 1971 which provided a payment of approximately \$1 Billion dollars and 44 million acres of land to corporations owned, controlled and operated by Alaskan Natives.

Dr. Hensley also helped to create the NANA Regional Corporation, where over a 20 year period he has acted in various positions including as a Director, Executive and President. The NANA Regional Corporation oversees the 2.4 million acres of NANA land and the money received from the Alaskan Native Land Settlement Act.

Dr. Hensley has served as President of the Board of Directors of the Alaska Village Electric Corporation. This corporation, under his tenure, was responsible for bringing electric service to 50 native villages scattered over the length and breadth of Alaska's 586,400 square miles.

Dr. Hensley currently serves as Chairman of the First Alaskan Institute whose mandate is to provide leadership development and research aimed at improving Alaskan Native Communities.

Dr. Hensley has served in the Alaskan House of Representatives from 1966 to 1970 and in the Alaskan State Senate from 1970-1974 and 1985-1986. Dr. Hensley was appointed in 1995 by the then Alaskan Governor Tony Knowles to his cabinet as Commissioner of Commerce for the State of Alaska. In this capacity he oversaw the Alaska Banking and Securities regulation, Alaska International Trade, Tourism, Marketing and Community Development among other responsibilities.

Dr. Hensley has served on the Board of Directors for Alaska's Permanent Fund Corporation, Alaska Rail Road Corporation, Alaska's Bond Authority and Alaska Industrial Development Authority. He has also represented Alyeska Pipeline Services Company in Washington DC for ten years.

Dr. Hensley has received many awards and accolades over the years, some of which are listed below:

1. Citizen of the Year, Alaska Federation of Natives
2. Governor's Award, Citizen of the Year, Alaska
3. Rockefeller Foundation, National Public Services Award
4. Shareholder of the Year, NANA Regional Corporation
5. Friend of Higher Education, University of Alaska Board of Regents
6. Commendation Award for Suicide Prevention
7. 40 Alaskans Who Changed Our Lives
8. Historian of the Year, Alaska Historical Society
9. Walter J. Hickel, Award for Distinguished Public Policy Leadership, Commonwealth North.
10. Recipient, 40 Heroes of Constitutional Rights and Civil Liberties, ACLU

Dr. Hensley has a memoir of his life published in December 2008 titled "Fifty Miles from Tomorrow".

Market Awareness/Investor Relations Efforts

The Company has retained RedChip Companies, an international small cap research and financial public relations firm headquartered in Orlando Florida, with affiliate offices in Beijing, China and Seoul, South Korea, to enhance the Company's investor relations efforts. Full investor road shows will be conducted in Europe, Asia, Canada and the United States during the remainder of 2011 and 2012 to help raise investor awareness of Andover, its asset portfolio and future potential. We believe that this knowledge will assist in the appreciation of our share liquidity and price.

Thank you from Andover's Chairman and CEO

"I personally would like to thank you for being shareholders and look forward to building our Company together."

Feasibility Studies on the mentioned properties have not been completed nor is there any certainty that any proposed operations will be viable.

About Andover:

Andover Ventures is a precious and base metal exploration and development company, headquartered in Vancouver, British Columbia, Canada. Andover Ventures' holdings are located in the historic East Tintic Mining District, Utah, USA, and the polymetallic-rich Ambler Mining District, Alaska, USA.

For further information we invite you to visit us at www.andoverventures.com

ON BEHALF OF THE BOARD

Signed "Gordon Blankstein"

CEO and Chairman