

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Netco Silver Inc. (the “**Company**”)  
Suite 490 – 580 Hornby Street  
Vancouver, BC V6C 3B6

**Item 2 Date of Material Change**

February 19, 2013

**Item 3 News Release**

The news release was disseminated on February 20, 2013 through Stockwatch and Market News.

**Item 4 Summary of Material Change**

The Company announced that subject to regulatory approval, it has arranged a non-brokered private placement financing (the “**Financing**”) of up to 4,000,000 units (each, a “**Unit**”) at a price of \$0.05 per Unit for gross proceeds of up to \$200,000. Each Unit consists of one common share of the Company (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”). One Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of \$0.10 per Share for a period of two years from closing of the Financing, subject to an acceleration provision of the Company whereby, in the event that the Company’s common shares trade above \$0.15 per share for a period of fifteen consecutive trading days, the Company may accelerate the expiry date of the Warrants.

The proceeds of Financing will be used for general working capital.

Finders' fees may be payable in accordance with the policies of the TSX Venture Exchange.

The Company also announces the appointment of Paul Andreola, a director of the Company, as the Company’s President and Chief Executive Officer in place of Andrew Gourlay. Effective February 19, 2013, Andrew Gourlay resigned as the President and Chief Executive Officer of the Company. Mr. Gourlay will remain a director of the Company.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See 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**

Paul Andreola, President, 604-683-7588

**Item 9 Date of Report**

February 20, 2013

## NEWS RELEASE

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### **NETCO ANNOUNCES PRIVATE PLACEMENT AND APPOINTMENT OF NEW PRESIDENT AND CHIEF EXECUTIVE OFFICER**

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Vancouver, BC – February 20, 2013 – Netco Silver Inc. (TSX-V:NEI) (the “**Company**” or “**Netco**”) announces that, subject to regulatory approval, it has arranged a non-brokered private placement financing (the “**Financing**”) of up to 4,000,000 units (each, a “**Unit**”) at a price of \$0.05 per Unit for gross proceeds of up to \$200,000. Each Unit consists of one common share of the Company (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”). One Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of \$0.10 per Share for a period of two years from closing of the Financing, subject to an acceleration provision of the Company whereby, in the event that the Company’s common shares trade above \$0.15 per share for a period of fifteen consecutive trading days, the Company may accelerate the expiry date of the Warrants.

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#### **NETCO SILVER INC.**

*“Colin Bowkett”*

Colin Bowkett

Director

For further information, please contact the Company at (604) 683-7588, email: [info@netcosilver.com](mailto:info@netcosilver.com) or visit Netco’s website at [www.NetcoSilver.com](http://www.NetcoSilver.com).

*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.*