This following management's discussion and analysis ("**MD&A**") for Netco Silver Inc. was prepared by management based on information available as at August 13, 2013. It should be reviewed together with the unaudited condensed interim consolidated financial statements for the quarter ended June 30, 2013 (the "**Interim Financial Statements**"), and the MD&A and audited annual consolidated financial statements for the year ended December 31, 2012. The Company's quarterly unaudited condensed interim consolidated financial statements and the year end audited annual consolidated financial statements are filed on SEDAR and are available for review at www.sedar.com.

As used in this MD&A, the terms "we", "us", "our", "Netco" and "our Company" mean Netco Silver Inc. and our subsidiaries, Green River Petroleum (USA) Inc., a Washington corporation, Green River Petroleum (USA) Inc., a Wyoming corporation and Netco Argentina S.A., an Argentinean corporation, unless the context clearly requires otherwise.

Unless otherwise noted, all dollar amounts are expressed in Canadian dollars ("**C$**" or "**$**") and any references to common shares are to common shares in the capital of Netco Silver Inc., unless the context clearly requires otherwise.

Forward-Looking Statements

Certain information in this MD&A and the documents incorporated by reference contain forward-looking statements, which includes forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements are statements which relate to future events or our future performance, including our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", or "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks described in the section titled "Risk Factors" commencing on page 8 of this MD&A, that may cause the Company's or the industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking information and statements will occur or, if they do occur, what benefits we will obtain from them. This MD&A contains forward-looking information and statements, which may include but are not limited to: statements with respect to the financial and operating performance of the Company and its subsidiaries; investment objectives and strategies; the business goals and strategies; forecast operating and financial results; planned capital expenditures; potential future market for our products; our plans for, and results of, exploration and development activities; our treatment under governmental regulatory and tax laws; competitive advantages; business prospects and opportunities; costs and timing of developmental new projects; our management's assessment of future plans and operations; our anticipated liquidity and various matters that may impact such liquidity; and requirements for additional capital.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested in this MD&A. These assumptions, which include: management's current expectations; estimates and assumptions about certain projects and the markets we operate in; the global economic environment; interest rates; the successful and timely implementation of capital projects; our ability to generate sufficient cash flow from operations to meet our current and future obligations and other risks and uncertainties described from time to time in the filings we make with securities regulatory authorities; the impact of increasing competition; our ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; the ability of the operator of the projects in which we have an interest to operate the field in a safe, efficient and effective manor; future commodity prices; currency, exchange and interest rates; taxes and environmental matters in the jurisdictions in which we operate may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking information and statements, including, but not limited to: the failure of the Company to execute our business plans; general economic conditions as they affect us; risks arising from our operations generally; competition; accuracy of cost estimates; fluctuations in commodities prices; fluctuations in product supply and demand; risks associated with technology and its application to our business; changes in the applicable regulatory framework, including changes in regulatory approval process and land–use designations, tax, environmental, and other laws or regulations, or changes associated with compliance; the loss of key management employees; our ability to control our operating costs, general administrative and other expenses; other factors beyond our control; insufficient investor interest in our securities which may impact on our ability to raise additional financing as required; and those factors described in the section titled "Risk Factors" in this MD&A.

The forward-looking information is based on the estimates and opinions of our management at the time they are made. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Readers of this MD&A are cautioned not to rely on these forward-looking information and statements. The forward-looking information in this MD&A is made as of August 13, 2013 and the Company assumes no obligation to update or revise them to reflect new events or circumstance, except as required by law.

Description of Business

We are a reporting issuer in the provinces of British Columbia and Alberta and our common shares are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "NEI".

We are a natural resource exploration company focused on the discovery and development of mineral and oil and gas properties.

Overall Performance

The management of the Company is searching for a property of merit which will prove financeable. We are currently looking at properties in North America in order to reduce investor hesitations investing in mining jurisdictions with uncertain geo-political outcomes, but we will not rule out other areas which may have more favorable climate for mining.

Columbia River Basin, Washington:

In 2007, the Company acquired a 7.5% working interest in undeveloped leases in the Columbia River Basin of south central Washington with the intent of exploring for and developing natural gas reserves. The Company currently retains an interest in approximately 133,000 undeveloped gross mineral acres. As a consequence of negative results from two unsuccessful exploratory gas wells, the Company has written off the value of the Columbia River Basin properties.

Ongoing global economic instability has had a significant negative impact on many segments of the world economy due to many factors including, without limitation: the effects of the subprime lending and general credit market crises, the European debt crisis, volatile energy costs, slower economic activity, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions, increased unemployment and liquidity concerns. We cannot predict the timing or duration of economic slowdowns or the timing or strength of subsequent economic recoveries, worldwide or in our industry, and we cannot predict the extent to which economic slowdowns will impact our business. However, the uncertainty regarding the financial markets and worldwide political and economic climates are expected to likely have a negative impact on our business, financial condition and results of operations.

Selected Quarterly Financial Information

The following table contains a summary of our financial results for the three-month and six-month periods ended June 30, 2013 and 2012:

	Three-month period ended June 30		Six-month period ended June 30	
(C$)	**2013**	**2012**	**2013**	**2012**
Total Revenues	0	0	0	0
Net Income (Loss) for the Period	(25,831)	(179,630)	(59,737)	(293,813)
Basic and Diluted Net Income (Loss) per Share	0.00	0.00	0.00	(0.01)
Total Assets	52,319	1,056,180	52,319	1,056,180
Total Long-Term Financial Liabilities	0	0	0	0

The discussion and analysis of our financial condition and results of operations is based on our Interim Financial Statements, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Application of IFRS requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the revenues and expenses reported during the period. Changes in these estimates, judgments and assumptions will occur as a result of future events, and accordingly, actual results could differ from amounts estimated. Our reporting currency is Canadian dollars.

Discussion of Operations

Six-month period ended June 30, 2013 Compared to the six-month period ended June 30, 2012:

Our net loss for the six-month period ended June 30, 2013 decreased to $59,737 compared to a net loss of $293,813 for the same period in 2012. The decreased loss is primarily due to there being no management fees billed in 2013, no share-based compensation in 2013, and a reduction in professional fees.

General and administrative expenses decreased to $57,847 in the six-month period ended June 30, 2013 compared to $295,606 for the same period in 2012. The decrease in general and administrative expenses was primarily due there being no management fees billed in 2013, no share-based compensation in 2013, and a reduction to professional fees. Professional fees decreased to $10,895 for the six-month period ended June 30, 2013 compared to $91,108 for the same period in 2012. There were no management fees billed in the six-month ended June 30, 2013 compared to $93,900 for the same period in 2012. The Company had a foreign exchange loss of $2,129 in the six-month period ended June 30, 2013 compared to a gain of $1,135 for the same period in 2012.

In February 2013, the Company announced it was attempting to arrange 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 was to consist of one common share of the Company (each, a "**Share**") and one share purchase warrant (each, a "**Warrant**"). One Warrant would entitle 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 could have accelerated the expiry date of the Warrants. The Financing was subject to regulatory approval. The proceeds of the Financing were to be used for general working capital. On April 11, 2013, the Company announced it had decided not to proceed with the Company's Financing due to market conditions.

Effective as of February 19, 2013, Paul Andreola was appointed President and Chief Executive Officer in place of Andrew Gourlay. Mr. Gourlay remains a director of the Company.

If we are unable to raise funds there is substantial doubt as to whether the Company can continue as a going concern.

Summary of Quarterly Results

The following table presents selected unaudited consolidated financial information for the last eight quarters:

	2013		2012				2011	
(C$)	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**
Total Revenues	-	-	-	-	-	-	-	-
Net Income (Loss) for the Period	(25,831)	(33,906)	(57,794)	(926,667)	(179,630)	(114,182)	(282,788)	(205,574)
Basic & Diluted Income (Loss) per Share – Continuing Operations	0.00	0.00	(0.01)	(0.02)	0.00	0.00	(0.01)	0.00
Basic & Diluted Income (Loss) per Share	0.00	0.00	(0.01)	(0.02)	0.00	0.00	(0.01)	0.00

Liquidity and Capital Resources

Cash at June 30, 2013 totaled $1,854 compared to $200,516 as at June 30, 2012.

As of June 30, 2013, the Company had a working capital deficiency of $99,035 compared to a working capital of $160,730 as at June 30, 2012.

At June 30, 2013, we had a cash balance of $1,854, accounts receivable of $45,760 and harmonized sales tax recoverable of $1,141 to settle current liabilities of $151,354.

If the Company fails to raise funds, activities that have already been curtailed will need to be cut even further. The ability to survive as a going concern will be in doubt in the absence of financing.

Off-Balance Sheet and Other Financial Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

We do not have any commitments under contracts or other types of hedging arrangements which might expose us to commodity price or production volume risks.

We do not have in place any off-balance sheet financing type arrangements.

Transactions with Related Parties

During the six-month period ending June 30, 2013, directors of the Company did not bill for any management fees.

On May 9, 2013, three Directors of the Company each loaned the Company $750 for a total of $2,250 for general working capital. These are considered short-term loans that are non-interest bearing and have no set terms for repayment.

Second Quarter

Three-month period ended June 30, 2013 Compared to the three-month period ended June 30, 2012:

Our net loss for the three-month period ended June 30, 2013 decreased to $25,831 compared to a net loss of $179,630 for the same period in 2012. The decreased loss is primarily due to there being no management fees billed in 2013, no share-based compensation in 2013, and a reduction in professional fees.

General and administrative expenses decreased to $24,684 in the three-month period ended June 30, 2013 compared to $172,114 for the same period in 2012. The decrease in general and administrative expenses was primarily due there being no management fees billed in 2013, no share-based compensation in 2013, and a reduction in professional fees. Professional fees decreased to $2,923 for the three-month period ended June 30, 2013 compared to $58,558 for the same period in 2012. There were no management fees billed in the three-month ended June 30, 2013 compared to $46,669 for the same period in 2012. The Company had a foreign exchange loss of $1,171 in the three-month period ended June 30, 2013 compared to a loss of $7,942 for the same period in 2012.

In April 2013, the Company decided not to proceed with its non-brokered private placement financing of up to 4,000,000 units at a price of $0.05 per unit.

On June 22, 2013, a total of 3,120,000 warrants at a price of $0.22 per warrant and a total of 370,720 warrants at a price of $0125 expired.

Proposed Transactions and Subsequent Events

The Company held its annual general and special meeting for Thursday, July 18, 2013 at 10:00 a.m. in Vancouver, British Columbia. All resolutions placed before the shareholders were voted in favour.

On July 18, 2013, Steve Vestergaard was elected as a new director of Company.

The Company obtained an aggregate of $60,000 in loans (the "Loan") whereby the lenders (the "Lenders") have agreed to loan such funds to the Company in consideration for the Company issuing as a bonus an aggregate of 240,000 common shares (the "Shares") of the Company to the Lenders. The Loan shall be for a term of twelve months, shall bear interest at a rate of 12% per annum, before and after maturity and shall be renewable by the parties for additional terms as may be mutually agreed to by the parties. Steve Vestergaard, a director of the Company, is one of the Lenders and has loaned the Company $50,000.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods.

Our management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. As the number of variables and assumptions affecting the probable future resolution of the uncertainties increase, these judgments become even more subjective and complex. We have identified certain accounting policies that are the most important to the portrayal of our current financial condition and results of operations.

The key elements and assumptions that we have made under these principles and their impact on the amounts reported in the June 30, 2013 Interim Financial Statements remain substantially unchanged from those described in our June 30, 2012 Interim Financial Statements.

Please refer to Note 3 of our Interim Financial Statements for our Significant Accounting Policies.

Significant Accounting Policies

The significant accounting policies that we use are disclosed in the notes to our Interim Financial Statements for the six-month period ended June 30, 2013. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The following discussion outlines such accounting policies and is included in the MD&A to aid the reader in assessing our significant accounting policies and practices of our Company and the likelihood of materially different results being reported. Our management reviews its estimates regularly.

The following significant accounting policies outline the major policies involving critical estimates:

Impairment of Long Lived Assets:

We are required to review the carrying value of all property, plant and equipment for potential impairment. The carrying value of our properties must not exceed their fair value. If impairment is indicated, the amount by which the carrying value exceeds the estimated fair value of the long lived asset is charged to income.

Decommissioning Obligations:

Decommissioning obligations are initially measured at fair value when they are incurred, which is the discounted future value of the estimated liability. This requires an estimate to be made of the future costs of retiring the asset at the point in time the asset is acquired.

Income Tax Accounting:

The determination of our income and other tax liabilities requires interpretation of complex laws and regulations. All tax filings are subject to audit and potential reassessment after the lapse of considerable time. Accordingly, the actual income tax liability may differ significantly from that estimated and recorded by management.

Share-Based Compensation:

We adopted IFRS 2, *Share-Based Payments* using the fair value method. The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of our common shares and an expected life of the options. The fair value of direct awards of stocks is determined by the quoted market price of our common stock.

Legal, Environmental Remediation and Other Contingent Matters:

We are required to both determine whether a loss is probable based on judgment and interpretation of laws and regulations and determine that the loss can reasonably be estimated. When the loss is determined, it is charged to earnings. Our management must continually monitor known and potential contingent matters and make appropriate provisions by charges to earnings when warranted by circumstance.

Changes in Accounting Policies Including Initial Adoption

New Accounting Pronouncements:

These standards and interpretations have not been adopted and are yet to be assessed by the Company except as otherwise noted below:

Amendments to IFRS 7, Financial Instruments: Disclosures, to require information about all recognized financial instruments that are set off in accordance with paragraph 42 of IAS 32 Financial Instruments: Presentation. This standard is effective for years beginning on or after January 1, 2013.

<u>IFRS 9 – Financial Instruments</u>

In an effort to reduce the complexity of accounting for financial instruments, the IASB is engaged in a project to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities, which may affect the Company's accounting for its financial assets. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to a company's own credit risk out of earnings and recognized the change in other comprehensive income. The standard is not applicable until January 1, 2015 but is available for early adoption.

<u>IFRS 10 – Consolidation</u>

IFRS 10 was issued on May 12, 2011. This standard requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC12, Consolidation – Special Purpose Entities, and parts of IAS 27, Consolidated and Separate Financial Statements. The standard is not applicable until January 1, 2013 but is available for early adoption.

<u>IFRS 13 – Fair Value Measurement</u>

IFRS 13 was issued on May 12, 2011. This is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. The standard is not applicable until January 1, 2013 but is available for early adoption.

This standard replaces IAS 31: 'Interest in Joint Ventures' and applies for annual periods beginning on or after January 1, 2013. This new standard introduces new rules which classify joint arrangements as either a joint operation or joint venture. Under the new standard, proportionate consolidation is not allowed and all joint ventures must be equity accounted. All joint arrangements held by the Company will need to be reassessed to determine whether the joint operation or joint venture classification is appropriate, and the potential impacts of a change on the presentation of the Financial Statements.

<u>IFRS 12 - 'Disclosure of Interests in other Entities'</u>

This new standard is applicable for annual reporting periods beginning on or after January 1, 2013. This standard clarifies the disclosure requirements for all forms of interests in other entities including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.

IFRIC 20 – 'Stripping Costs in the Production Phase of a Surface Mine'

The Interpretation is effective for annual periods beginning on or after January 1, 2013 with earlier application permitted. The Interpretation clarifies when production stripping should lead to the recognition of an asset and how that asset should be measured, both initially and in subsequent periods.

Amendments to IAS 12, Income Taxes, provides a presumption that recovery of the carrying amount of an asset measured using the fair value model in IAS 40 Investment Property will, normally, be through sale. As a result of the amendments, SIC-21 Income Taxes — Recovery of Revalued Non-Depreciable Asset would no longer apply to investment properties carried at fair value. The amendments also incorporate into IAS 12 the remaining guidance previously contained in SIC-21, which is accordingly withdrawn. This standard is effective for years beginning on or after January 1, 2012. The Company adopted the amendments to IAS12 on January 1, 2012. There is no effect on adoption.

Reissued IAS 27, Separate Financial Statements, requires that when an entity prepares separate financial statements, investments in subsidiaries, associates, and jointly controlled entities are accounted for either at cost, or in accordance with IFRS 9 Financial Instruments. This standard is effective for years beginning on or after January 1, 2013.

Reissued IAS 28, Investment in Associates and Joint Ventures, supersedes IAS 28 Investments in Associates and defines 'significant influence' and provides guidance on how the equity method of accounting is to be applied (including exemptions from applying the equity method in some cases). It also prescribes how investments in associates and joint ventures should be tested for impairment. This standard is effective for years beginning on or after January 1, 2013.

Amendments to IAS 1, Presentation of Financial Statements, to revise the way other comprehensive income ("**OCI**") is presented. The amendments require entities to group items presented in OCI based on whether they are potentially reclassifiable to profit or loss subsequently i.e. those that might be reclassified and those that will not be reclassified. It also requires tax associated with items presented before tax to be shown separately for each of the two groups of OCI items (without changing the option to present items of OCI either before tax or net of tax). This standard is effective for years beginning on or after July 1, 2012.

IAS 32, Financial Instruments: Presentation, this amendment provides clarification on the application of offsetting rules. These amendments are effective for annual periods beginning on or after January 1, 2014.

The Group is currently assessing the impact that these revised or new standards will have on the financial statements.

Risk Factors

Reliance on Operators: We are not the operator of our oil and gas properties. We depend on the operators for the timing of activities related to such properties and are largely unable to direct or control the activities of the operators. Because we are not the operators of our projects, we cannot control our potential costs. In addition, any decision about whether our properties contain commercially feasible oil and gas deposits and whether these should be brought into production will be made by the operator with little if any input from our Company. There is a substantial likelihood that these decisions will be made without consideration of our Company and our financial position. In many cases, a decision to advance a property will require that the owners of the operating interests contribute capital. If such a decision is made at a time when we do not have capital available to satisfy a capital call, our interest in a property could be diluted or lost. If this happens, there is a substantial likelihood that our business would be adversely affected.

Commodity Price Volatility: The ongoing global economic instability has had a significant negative impact on virtually every segment of the world economy due to many factors including the effects of the subprime lending and general credit market crises, the European debt crisis, volatile energy costs, slower economic activity, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions, increased unemployment and liquidity concerns. Our business, financial condition and results of operations will likely be materially and adversely affected by this trend. We cannot predict the timing or duration of the current economic slowdown or the timing or strength of a subsequent economic recovery, worldwide or in our industry, and cannot predict the extent to which the current economic slowdown will impact our business. However, we expect that the uncertainty regarding the financial markets and worldwide political and economic climates could have an adverse effect on our business.

The price of various commodities which the Company intends to exploit and subsequently market can fluctuate drastically, and is beyond the Company's control.

Substantial Capital Requirements and Liquidity: We anticipate that we will make substantial capital expenditures for the acquisition, exploration, development and production of reserves in the future. We may have limited ability to secure the capital necessary to undertake or complete these activities. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available to our Company, that it will be on terms acceptable to us. If we cannot raise capital when we need it, our business could fail.

Property Defects: Although we have obtained title reports with respect to some of our properties, we have not obtained title reports with respect to all of our current properties. Title reports are not title insurance and they do not act as a guarantee of title. Our properties may be subject to prior unregistered agreements, native land claims or transfers which have not been recorded or detected through title research or which have been asserted since the date the research was completed. Additionally, the land upon which we hold leases may not have been surveyed; therefore, the precise area and location of such interests may be subject to challenge.

Exploration, Development and Production Risks: Exploration involves a high degree of risk and there is no assurance that exploration expenditures will result in the discovery of commercially exploitable quantities. Resource exploration and development and mining operations are highly speculative and characterized by a number of significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but from finding mineral deposits which, through present, are insufficient in quantity and quality to be mined profitably. Few properties that are explored are ultimately developed into producing properties. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that the Company's exploration and exploitation activities will be successful.

Environmental Risks: Exploration projects or operations are subject to the environmental laws and applicable regulations of the jurisdiction in which the Company operates. Compliance can require significant expenditures and non-compliance can result in the imposition of significant fines and penalties. Environmental laws could materially increase the costs of exploration, development or production.

Currency Fluctuations: We maintain our deposit accounts in U.S., Argentinean and Canadian currencies and we are therefore subject to currency fluctuations. These currency fluctuations could materially affect our financial position and results. We do not engage in currency hedging activities.

Inflation Risk in Argentina: Argentina has a history that includes high rates of inflation. This can affect the Company by increasing the cost of doing business in Argentina as well as decreasing the real value of the Argentine pesos kept in the Company's bank account in Argentina. The Company limits the risk of inflation by limiting the amount of funds kept in its Argentinean bank account. The Company only transfers to the Argentinean subsidiary the funds necessary to pay current liabilities and does not maintain any large bank account balances in Argentina.

***Need to Manage Growth*:** We could experience rapid growth in production, revenues, personnel, complexity of administration and in other areas. There can be no assurance that we will be able to manage the impact that future growth could place on our administrative infrastructure, systems, and controls. If we are unable to manage future growth effectively, our business, operating results and financial condition may be materially and adversely affected.

Reliance on Key Personnel/Employees: The Company's success is largely dependent upon the performance of its directors and officers. As of February 2013, the Company has a C$1,000,000 Directors' and Officers' liability insurance policy. The loss of service of any director or officer could have a materially adverse effect on the Company.

***Conflicts of Interest*:** Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors or officers will be in direct competition with our Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the British Columbia *Business Corporations Act.* Some of our directors and officers are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to our Company and their duties to the other companies on whose boards they serve, the directors and officers of our Company have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial ability and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and

3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to our Company except on the same or better terms than the basis on which they are offered to third party participants.

Permits and Licenses: Our operations may require permits and licenses from various governmental authorities. There can be no assurance that we will be able to obtain all necessary permits and licenses. If we require a permit or license that we cannot obtain, we could be forced to scale back or curtail our activities and our business could be harmed.

Availability of Drilling Equipment and Access Restrictions: Exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment and may delay exploration and development activities.

Political Risks

Several recent developments in Argentina have caused concern regarding changes in the business climate as follows:

- A requirement to repatriate revenues earned, this has very little impact as we currently have no revenue and we believe that this will have a small ultimate impact on any future operations;
- The Argentinean Government passed a law that in effect nationalizes control of YPF, an Oil and Gas Company previously controlled by the Spanish Repsol. This, in effect, reverses a step taken a number of years ago when YPF was privatized by the government to private operators. This policy is not currently expected to be extended to the mining industry; and
- The government has instituted a "Buy Argentina" requirement that is expected to affect the mining industry since the new regulation tightens the import of goods, asking companies to keep a balance between exports and imports. The new regulation affects in mostly the service companies which highly rely on the imports of supplies to attend the industry's demand.

These recent events have certainly raised the perceived risk of operating in Argentina as investors are concerned.

Outstanding Share Data

Our common shares are listed for trading on the TSXV under the symbol "NEI". We are classified as a Tier 2 issuer on the TSXV.

As of June 30, 2013 and the date of this MD&A, we have the following securities outstanding:

Class of Shares	Par Value	Number Authorized	Number Issued
Common	Nil	Unlimited	47,008,275
Preferred	Nil	Unlimited	Nil

Security Type	Number Outstanding	Exercise / Convert Price	Conversion / Expiry Date
Options	525,000	$0.12	March 4, 2016
Options	200,000	$0.165	April 28, 2016
Options	1,125,000	$0.15	October 18, 2016
Options	50,000	$0.15	December 9, 2016
Options	240,000	$0.15	April 12, 2017
Warrants	285,600	$0.125	August 29, 2013
Warrants	35,000	$0.125	September 2, 2013
Warrants	2,387,500	$0.22	February 28, 2014
Warrants	830,000	$0.22	March 2, 2014

There are no common shares held in escrow or subject to pooling.

Additional Information

Additional information relating to our Company is available on SEDAR at www.sedar.com. We also maintain a web site at www.netcosilver.com and an email address info@netcosilver.com for shareholder communication. Our phone number is (604) 683-7588.