

**51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

July 18, 2013 and August 16, 2013

Item 3 News Release

The news release was disseminated on August 16, 2013 through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company’s board of directors intends to consolidate the shares of Netco on a one (1) post-consolidation common share for every five (5) pre-consolidation common shares.

The appointment of Mr. Steve Vestergaard to the board of directors of Netco.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company received shareholder approval for the Company’s plan to consolidate the shares of Netco on a one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “Share Consolidation”) at the Company’s annual general and special meeting held on July 18, 2013. The Company’s board of directors intends to implement the Share Consolidation as soon as reasonably practical. The Share Consolidation remains subject to the receipt of all regulatory approvals.

Mr. Steve Vestergaard was appointed to the board of directors effective as of July 18, 2013. Mr. Vestergaard has been the President, Chief Executive Officer and Director of Destiny Media Technologies, Inc. since 1999. Mr. Vestergaard is experienced in strategic planning and coordinating strategic planning, marketing and product development. Mr. Vestergaard has a B.Sc., Computer Science from the University of British Columbia. He founded Tronic Software in 1981 and Destiny Software in 1991, both as video game development companies. In 1995, Destiny changed focus to internet technologies, with streaming video and media security technology.

See attached – News Release dated August 16, 2013.

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

August 21, 2013

NETCO SILVER INC.
490 – 580 Hornby Street
Vancouver, BC, Canada V6C 3B6
Tel: 604-683-7588

NEWS RELEASE

Netco Silver Announces Shareholder Approval of Consolidation and Appointment of New Director

(i)
VANCOUVER, BC – August 16, 2013, NETCO SILVER INC. (NEI: TSX-V) (“**Netco**” or the “**Company**”) announces that it received shareholder approval for the Company’s plan to consolidate the shares of Netco on a one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “**Share Consolidation**”) at the Company’s annual general and special meeting held on July 18, 2013. The Company’s board of directors intends to implement the Share Consolidation as soon as reasonably practical. The Share Consolidation remains subject to the receipt of all regulatory approvals.

The Company is also please to announce the appointment of Mr. Steve Vestergaard to the board of directors effective as of July 18, 2013. Mr. Vestergaard has been the President, Chief Executive Officer and Director of Destiny Media Technologies, Inc. since 1999. Mr. Vestergaard is experienced in strategic planning and coordinating strategic planning, marketing and product development. Mr. Vestergaard has a B.Sc., Computer Science from the University of British Columbia. He founded Tronic Software in 1981 and Destiny Software in 1991, both as video game development companies. In 1995, Destiny changed focus to internet technologies, with streaming video and media security technology.

NETCO SILVER INC.

“Paul Andreola”

Paul Andreola
President

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