

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

October 24, 2013

Item 3 News Release

The news release was disseminated on October 24, 2013 through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it has completed its previously announced non-brokered private placement financing (the “**Financing**”) of 1,333,331 units (each, a “**Unit**”) at a price of \$0.075 per Unit for gross proceeds of \$99,999.93. 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 after closing of the Financing.

The proceeds of the Financing will be used to pursue other business opportunities and for general working capital.

The securities issued in connection with the closing of the Financing are subject to a restricted period that expires on February 25, 2014.

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

October 25, 2013

NETCO SILVER INC.
Suite 490 – 580 Hornby Street
Vancouver, BC V6C 3B6
Telephone: 604.683.7588

NEWS RELEASE

NETCO ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Vancouver, BC – October 25, 2013 – Netco Silver Inc. (TSX-V: NEI) (the “**Company**”) announces that it has completed its previously announced non-brokered private placement financing (the “**Financing**”) of 1,333,331 units (each, a “**Unit**”) at a price of \$0.075 per Unit for gross proceeds of \$99,999.93. 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 after closing of the Financing.

The proceeds of the Financing will be used to pursue other business opportunities and for general working capital.

The securities issued in connection with the closing of the Financing are subject to a restricted period that expires on February 25, 2014.

NETCO SILVER INC.

“Paul Andreola”

Paul Andreola
President and Chief Executive Officer

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.