

**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 6, 2014

**Item 3 News Release**

The news release was disseminated on February 6, 2014 through Marketwire.

**Item 4 Summary of Material Change**

The Company announced that the Canadian Securities Exchange (the “**CSE**”) has approved the listing of the Company’s common shares on the CSE (the “**CSE Listing**”). Effective as of the close of trading on the trading day prior to the CSE Listing, the Company intends to delist its common shares from the TSX Venture Exchange (the “**TSXV**”). To ensure continued and seamless trading for the Company’s shareholders, the Company’s common shares will be delisted from the TSXV at the close of trading on Tuesday, February 11, 2014 and will commence trading on the CSE at market open on Wednesday, February 12, 2014 (the “**CSE Listing Date**”).

In connection with the CSE Listing, the Company also announces that, prior to market open on the CSE Listing Date, it intends to effect its previously announced name change to “Brisio Innovations Inc.” (the “**Name Change**”) and a continuance of the Company out of the Province of Alberta and into the Province of British Columbia (the “**Continuance**”). As such, the CSE Listing of the Company’s common shares will be under the new name of “Brisio Innovations Inc.” and the trading symbol “**BZI**”. The Continuance and the Name Change were approved by the shareholders of the Company at a special meeting held on December 11, 2013.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See the 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 6, 2014

# **NETCO SILVER INC.**

*(dba Brisio Innovations)*

FOR IMMEDIATE RELEASE

TSXV: NEI

## ***Netco Silver (dba Brisio Innovations) Announces Delisting from TSXV and Listing on CSE Also Announces Timing of Name Change and Continuance***

VANCOUVER, BC, FEBRUARY 6, 2014 - Netco Silver Inc. (TSXV: NEI), doing business as Brisio Innovations (the "**Company**"), is pleased to announce that the Canadian Securities Exchange (the "**CSE**") has approved the listing of the Company's common shares on the CSE (the "**CSE Listing**"). Effective as of the close of trading on the trading day prior to the CSE Listing, the Company intends to delist its common shares from the TSX Venture Exchange (the "**TSXV**"). To ensure continued and seamless trading for the Company's shareholders, the Company's common shares will be delisted from the TSXV at the close of trading on Tuesday, February 11, 2014 and will commence trading on the CSE at market open on Wednesday, February 12, 2014 (the "**CSE Listing Date**").

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Paul Andreola, Brisio's CEO, stated, "Brisio Innovation's board of directors and management team have concluded that it is in the best interest of the Company and its shareholders to list the Company's shares on the CSE. We believe that the CSE provides greater benefits to a growing technology company such as Brisio and view this as a positive step forward as we continue to build value on behalf of our shareholders."

Brisio Innovations is focused on the acquisition, development and marketing of software applications for mobile computing devices, including smart phones, tablets, and wearable computers.

On behalf of the Board,

Paul Andreola  
President, CEO and Director  
Phone: (604) 644-0072  
[www.brisio.com](http://www.brisio.com)

*Neither the 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 press release.*

### ***Disclaimer for Forward-Looking Information***

*Statements in this press release regarding the Company which are not historical facts are “forward-looking statements” that involve risks and uncertainties, such as the statements that the delisting from the TSXV is expected to occur on February 11, 2014, the CSE Listing is expected to occur on February 12, 2014 and the Name Change and Continuance are expected to occur prior to market open on the CSE Listing Date. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “will”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties, such as the risk that the CSE Listing may not occur for any reason. Actual results could differ materially from those currently anticipated in such statements due to factors beyond the Company’s control. These forward-looking statements are made as of the date of this news release and the Company assumes no obligation to update these forward-looking statements, or to update the reasons why actual results differed from those projected in the forward-looking statements, except in accordance with applicable securities laws. Additional information about the Company is available in the Company’s public filings with Canadian securities regulators, available on SEDAR at [www.sedar.com](http://www.sedar.com).*