

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

**Item 1 Name and Address of Company**

Netco Energy Inc. (the “Company”)  
880 – 609 Granville Street  
Vancouver, BC V7Y 1G5

**Item 2 Date of Material Change**

February 15, 2011

**Item 3 News Release**

The news release was disseminated on February 16, 2011 through Stockwatch and Market News. See attached Schedule “A”.

**Item 4 Summary of Material Change**

Resignation of Mr. Arni Johannson as President, Chief Executive Officer and Director of the Company and the appointment of Mr. Andrew Gourlay as the new President, Chief Executive Officer and 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**

Andrew Gourlay, President  
Tel: 604-683-7588

**Item 9 Date of Report**

February 23, 2011

## SCHEDULE "A"

### **NETCO ENERGY INC.**

900 – 609 West Hastings Street  
Vancouver, BC, Canada V6B 4W4  
Tel: 604-331-3376 Fax: 604-688-4712

### **NEWS RELEASE**

#### **Announcement of Mr. Andrew Gourlay as Director, President & CEO**

Vancouver, February 16th, 2011 – Netco Energy Inc. (the "Company") (TSXV: NEI) is pleased to announce the appointment of Mr. Andrew Gourlay as the new President and CEO, and Director of the Company effective February 15<sup>th</sup>, 2011.

Mr. Gourlay is a mineral exploration geologist who has worked as a Professional Geologist, Qualified Person and author of numerous NI 43-101 reports for nearly three decades. A graduate of the University of British Columbia in 1977, Mr. Gourlay has extensive exploration and management experience throughout South America, Asia & North America. Mr. Gourlay has successfully advanced projects from the grassroots to definition drilling and the resource calculation stage. These include the Bonaparte Gold Property in British Columbia and managing Kennecott Canada's first two years of successful diamond exploration in the Lac de Gras area.

Mr. Gourlay is the former President of Andean American Mining Corp and Sinchao Metals Corp. and has been the Exploration Manager for Chase Resource Corp in the Philippines, Essex Resource Corp in Bolivia, and Asia Gold Corp (a subsidiary of Ivanhoe Mines Ltd) in Mongolia. Mr. Gourlay is a Professional Geologist registered with The Association of Professional Engineers, Geologists and Geophysicists of Alberta and a Fellow of the Geological Association of Canada.

"Mr. Gourlay's wealth of experience and industry relationships will prove to be an invaluable asset for the company going forward, and the Board looks forward to working closely with him to advance Netco's near term objectives." states Colin Bowkett, a Director of the Company.

The Company also wishes to announce the resignation of Mr. Arni Johannson as President and CEO, and Director of the Company effective immediately. The Company is pleased to note that Mr. Johannson will remain on the Advisory Board and as a consultant to the Company.

Netco Energy Inc. is a Tier 1 Issuer with its common shares listed on the TSX Venture Exchange.

For further information, please contact Colin Bowkett at (604) 683-7588.

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