

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

March 3, 2011

Item 3 News Release

The news release was disseminated on March 3, 2011 through Stockwatch and Market News. See attached Schedule “A”.

Item 4 Summary of Material Change

The Company entered into a option agreement with Marifil Mines Ltd. (“Marifil”) whereby Marifil has agreed to grant the Company an option to acquire up to a 75% interest in Marifil’s Toruel property.

The Company plans to complete a non-brokered private placement (the “Private Placement”) of up to \$500,000 by the way of the issuance of up to 4,000,000 units (each a “Unit”) at a price of \$0.125 per Unit. Each Unit will consist of one common share (the “Share”) and one half of one common share purchase warrant, with each whole warrant entitling the holder to acquire one Share at an exercise price of \$0.22 for a period of two years from the closing of the Private Placement.

The Company has granted a total of 525,000 stock options (each an “Option”) to officers, directors and consultants of the Company. Each Option is exercisable into one Share at a price of \$0.12 for a period of five years.

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

March 11, 2011

SCHEDULE "A"

NETCO ENERGY INC.
880 – 609 Granville Street
Vancouver, BC, Canada V7Y 1G5
Tel: 604-683-7588

NEWS RELEASE

NETCO SIGNS AGREEMENT TO ACQUIRE TORUEL SILVER PROPERTY

Also Announces Non-Brokered Private Placement and Option Grants

VANCOUVER, B.C. – MARCH 4, 2011, NETCO ENERGY INC. (NEI: TSX-V) ("**Netco**" or the "**Company**") announces that it has entered into an option agreement (the "**Agreement**") with Marifil Mines Ltd. (MFM: TSX-V) ("**Marifil**") whereby Marifil has agreed to grant the Company an option (the "**Option**") to acquire up to a 75% interest in Marifil's Toruel property (the "**Property**").

Under the terms of the Agreement, Netco can earn a 50% interest in the Property during the next three years by paying Marifil an aggregate of \$200,000 in cash, issuing Marifil 3,150,000 of its common shares (each, a "**Share**"), and making work expenditures of \$2,800,000 on the Property. The Company can earn a further 10% interest over the next two years by providing Marifil with a pre-feasibility study on the Property and paying Marifil \$100,000 for each of those two years. The Company can earn a further 10% interest in the Property over the next two years by providing Marifil with a feasibility study on the Property. Upon completion of the feasibility study, all further expenditures relating to the Property shall be shared by the Company and Marifil, with 70% covered by the Company and 30% by Marifil. However, at Marifil's sole option, it can elect to be carried through to the commencement of commercial production on the Property, in which case the Company will earn an additional 5% interest, bringing its total interest in the Property to 75%.

In the event Netco fails to provide Marifil with a feasibility study in the allotted two year period, Netco's interest in the Property may be reduced to 49% at Marifil's sole option.

The Property, covering 5,736 hectares, is located about 25 kilometers southeast of the village of Los Menucos, Rio Negro Province, Argentina and is prospective for silver. Additional information about the Property is contained in Marifil's public filings which are available under Marifil's profile on SEDAR at www.sedar.com.

Private Placement Financing

In connection with the Agreement, the Company plans to complete a non-brokered private placement (the "**Private Placement**") of up to \$500,000 by way of the issuance of up to 4,000,000 units (each, a "**Unit**") at a price of \$0.125 per Unit. Each Unit will consist of one Share and one half of one common share purchase warrant, with each whole warrant entitling the holder to acquire one Share at an exercise price of \$0.22 for a period of two years from the closing of the Private Placement.

The proceeds from the Private Placement will be used to make a portion of the cash payments required to be paid by the Company under the Agreement and for exploration expenditures on the Property.

Option Grants

The Company also announces that it has granted a total of 525,000 stock options to officers, directors and consultants of the Company. Each option is exercisable into one Share at a price of \$0.12 for a period of five years. The options are subject to the terms of the Company's stock option plan.

For further information, please contact Colin Bowkett at (604) 683-7588 or visit the company website at www.NetcoEnergy.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.

ON BEHALF OF THE BOARD

NETCO ENERGY INC.

"Colin Bowkett"
Colin Bowkett

Disclaimer for Forward-Looking Information

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the Company's agreement with Marifil. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future, and include discussion of what the Company must do to exercise the option. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause the Company's actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) the occurrence of any events that prevent the Company to performing the acts necessary to exercise the option, and (2) other 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 and these and other assumptions, risks and uncertainties is available in the Company's public filings with Canadian securities regulators, available on SEDAR at www.sedar.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 news release.