

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 25, 2011

Item 3 News Release

The news release was disseminated on March 25, 2011 through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company issued a news release clarifying that the reclassification to Tier 2 has no material impact on the Company’s business.

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, 604-683-7588

Item 9 Date of Report

April 6, 2011

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

NEWS RELEASE

NETCO CONFIRMS TSX ANNOUNCEMENT ON TIER RECLASSIFICATION

VANCOUVER, B.C. – MARCH 25, 2011, NETCO ENERGY INC. (NEI: TSX-V) (“**Netco**” or the “**Company**”) further to the news put out by the TSX Venture Exchange (the “**Exchange**”), yesterday management would like shareholders to understand that this reclassification has no material impact on the Company’s business.

“When the new management team joined Netco we knew that the Company’s existing Tier 1 status was attributed to the historical gas assets, and that these assets would be unlikely to justify a Tier 1 listing going forward.

As there are substantial additional costs associated with maintaining Tier 1 status, and no appreciable benefit to a resource company that is not an investment issuer, the Company has chosen to not pursue Tier 1 going forward, and will continue its business plan of securing and developing South American Silver prospects as a Tier 2 Issuer. We would also like to note that with few exceptions the vast majority of TSX Venture listed companies also operate as Tier 2 issuers.” states Director Colin Bowkett.

The Company’s immediate focus going forward is to develop its recently acquired Toruel Silver prospect in the Rio Negro Province of Argentina. Management intends to perform a site visit in the coming weeks and will begin a systematic mapping, trenching and sampling program thereafter.

Effective on market open on Friday, March 25, 2011, the Company will be classified as a Tier 2 Issuer. This will not result in any change to Netco’s trading symbol, which will remain “NEI”.

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 its future Exchange listing classification. 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 the Company's intention with respect to future listing requirements and business plans. 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 from pursuing its business plan, 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.