

NETCO ENERGY INC.
880 – 609 Granville Street
Vancouver, BC V7Y 1G5
604 683-7588 (Telephone)
604 683-7589 (Facsimile)

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Netco Energy Inc. (the “**Company**”) will be held at the offices of the Company's solicitors, Clark Wilson LLP, 8th Floor, 885 West Georgia Street, Vancouver, British Columbia, on Monday, June 20, 2011 at 2:00 p.m. (Vancouver time) to transact the usual business of an annual general and special meeting and for the following purposes:

1. To receive and consider the report of the directors to the Shareholders;
2. To receive and consider the financial statements of the Company, together with the report of the auditors, thereon, for the financial year ended December 31, 2010;
3. To consider and, if thought fit, to approve an ordinary resolution to set the number of directors at four (4);
4. To elect directors to hold office until the next annual general meeting of the Company;
5. To consider and, if thought fit, to approve an ordinary resolution to appoint MacKay LLP, Chartered Accountants, as the auditors of the Company to hold office until the next annual general meeting of the Company and to authorize the directors to fix their remuneration;
6. To consider and, if thought fit, to approve a special resolution with respect to a proposed change to the Company’s name from Netco Energy Inc. to Netco Silver Inc.; and
7. To transact such further or other business as may properly come before the meeting and any adjournment or adjournments thereof.

A management information circular and form of proxy accompany this notice of meeting. These documents provide additional information relating to the matters to be dealt with at the Meeting and form part of this notice of meeting.

The share transfer books of the Company will not be closed, however the Company’s board of directors has fixed Friday, May 13, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date, is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying management information circular and form of proxy.

Registered shareholders who are unable to attend the Meeting in person are requested to complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose. If you receive more than one form of proxy because you own shares registered in different names or addresses, each form of proxy should be completed and returned. To be effective, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services, Inc., by mail at Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, fax: 1-866-249-7775 (within North America) or 416-263-9524 (outside North America), at least forty eight (48) hours (excluding Saturdays, Sunday and holidays) prior to the time of the Meeting or an adjournment thereof.

Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, this 13th day of May, 2011.

BY THE ORDER OF THE BOARD OF DIRECTORS

NETCO ENERGY INC.

"Andrew Gourlay"

Andrew Gourlay
President and Chief Executive Officer