

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 – NAME AND ADDRESS OF COMPANY

Rio Silver Inc. (the "**Company**")
Suite 603 – 40 University Avenue,
Toronto, ON M5J 1T1

ITEM 2 – DATE OF MATERIAL CHANGE

July 4, 2018

ITEM 3 – NEWS RELEASE

The Company issued a news release relating to the material change on July 5, 2018, which was disseminated to the TSX Venture Exchange and through Stockwatch and Marketnews and filed on SEDAR with the securities commissions of British Columbia and Alberta.

ITEM 4 – SUMMARY OF MATERIAL CHANGE

The Company settled an aggregate of \$42,894 of indebtedness by issuing 857,879 common shares.

ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE

Following TSX Venture Exchange approval, the Company settled an aggregate of \$42,894 of indebtedness (the "**Debt**") owed to certain arm's length and non-arm's length creditors through the issuance of an aggregate of 857,879 common shares at a deemed issuance price of \$0.05 per common share (the "**Transaction**"), of which 497,200 common shares will be issued to non-arm's length creditors. All common shares issued to settle the Debt will be subject to a hold period expiring on November 5, 2018.

ITEM 6 – RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 – OMITTED INFORMATION

No significant information has been omitted from this form on the basis that it is confidential information.

ITEM 8 – EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this Report:

Dan Hamilton, Chief Financial Officer – Telephone: (416) 479-9546

ITEM 9 – DATE OF REPORT

July 9, 2018