Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Rio Silver Inc. (the "**Issuer**")
40 University Avenue
Suite 603
Toronto, Ontario
M5J 1T1

2. Date of Material Change

June 1, 2018.

3. News Release

The Issuer issued a news release relating to the material change on June 1, 2018, which was disseminated to the TSX Venture Exchange and through Stockwatch and Marketnews and filed on SEDAR with the securities commisions of British Columbia and Alberta.

4. Summary of Material Change

The Issuer has completed its previously announced $100,000 non-brokered private placement financing.

5. Full Description of Material Change

The Issuer completed its previously announced $100,000 non-brokered private placement financing (the "**Offering**"). The Offering consisted of 2,000,000 units ("**Units**") at $0.05 per Unit for gross proceeds of $100,000. Each Unit consists of one common share in the capital of the Issuer (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of $0.06 for a period of one year from the closing of the Offering. In the event that the closing sale price of the Common Shares on the TSX Venture Exchange ("TSXV") is greater than C$0.10 per share for a period of 20 consecutive trading days at any time after the date that is four months and one day after the closing of the Offering, the Corporation may accelerate the expiry date of the Warrants by giving notice to the holders thereof (which notice may take the form of a press release) and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Corporation. Finder's fees of $2,800 in cash were paid in connection with the closing of the Offering.

The purchase of Units by certain parties who are "related parties" (as set out in the table below) of the Issuer is a "related party transaction" puruant to Multilateral Instrument 61-101 - *Protection of Minority Holders in Special Transactions* ("**MI 61-101**") and is exempt from the formal valuation requirements of MI 61-101 pursuant to subsection 5.5(a) of MI 61-101, and from the minority approval requirements of MI 61-101 pursuant to subsection 5.7(a) of MI 61-101. There were no disagreements between directors, materially contrary views by any directors or abstention by any independent director in approving the subscription agreements executed by the related parties who participated in the Private Placement. The subscription agreements pursuant to which all investors, including the related parties, purchased the Units contained standard representations, warranties and covenants. No special process was adopted by the Issuer to approve the transactions contemplated by the Private Placement. Insiders as a group subscribed for 500,000 Units of the Issuer.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Dan Hamilton, Chief Financial Officer, is knowledgeable about the material change and this report and can be reached at (416) 479-9546.

9. Date of Report

June 7, 2018