

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

NAVASOTA RESOURCES INC. (the “Company”)
#1100 – 235 First Avenue
Kamloops, B.C.
V2C 3J4

Item 2: Date of Material Change

September 9, 2013.

Item 3: News Release

The news release was disseminated on September 9, 2013, by way of Stockwatch and Market News Publishing Inc.

Item 4: Summary of Material Change

The Company has closed a non-brokered private placement consisting of 1,600,000 units (the “Units”) of the Company at a price of \$0.05 per Unit for gross proceeds of \$80,000.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed a non-brokered private placement of 1,600,000 units of Navasota (the “Units”) at a price of \$0.05 per Unit for aggregate gross proceeds of \$80,000. Each Unit consists of one common share in the capital of Navasota and one non-transferable share purchase warrant, each warrant entitling the holder to purchase one additional common share of the Company at a price per share of \$0.10 until September 9, 2015, subject to accelerated expiry in certain circumstances.

Shares acquired by the placees, and shares which may be acquired upon the exercise of the share purchase warrants, are subject to a hold period until January 10, 2014, in accordance with applicable securities legislation. Funds raised by this private placement will be used for general corporate purposes.

An insider of the Company participated in the private placement, having purchased 700,000 Units, constituting a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction did not exceed 25% of the Company’s market capitalization.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer who is knowledgeable about the material change and this Report

James Gillis, President, Chief Executive Officer and Director

Business Telephone: (250) 574-5011

Facsimile: (250) 828-2269

Item 9: Date of Report

September 17, 2013