

**NAVASOTA RESOURCES INC.**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Navasota Resources Inc. (the "Issuer")  
390 Queens Quay West, Suite 1408  
Toronto, Ontario  
M5V 3A6

**Item 2: Date of Material Change**

May 24, 2017

**Item 3: News Release**

A news release was issued and disseminated on May 24, 2017 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule "A" hereto.

**Item 4: Summary of Material Change(s)**

Change in Auditor

The Company has changed its auditors from Beauchamp & Company LLP, Chartered Accountants (the "Former Auditors"), to Jackson & Company, Chartered Accountants (the "Successor Auditors"), effective February 1, 2017.

At the request of the Company, the Former Auditors resigned as auditors for the Company effective February 1, 2017 and the board of directors of the Company appointed the Successor Auditor as the Company's auditor effective February 1, 2017, until the close of the next Annual General Meeting of the Company.

There were no reservations in the Former Auditor's reports for the two most recently-completed fiscal years or for any period subsequent to the more recently completed period for which an audit report was issued and preceding the date of the Former Auditors' resignation. There are no reportable events between the Company and the Former Auditors.

The Notice of Change of Auditor, together with the letter from the Former Auditor and the letter from the Successor Auditor have been reviewed by the Company's audit committee and board of directors and will be filed on SEDAR accordingly.

**Item 5.1: Full Description of Material Change**

See attached news release at Schedule "A" to this report.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

Michael Lerner  
CEO

**Item 9: Date of Report**

May 24, 2017

SCHEDULE "A"

**NAVASOTA RESOURCES INC.**

**NEWS RELEASE**

**NAVASOTA RESOURCES ANNOUNCES CHANGE OF AUDITOR**

**Toronto, Ontario, May 24, 2017** – Navasota Resources Inc. (TSX.V: NAV) (the "Company") today announced that it has changed its auditors from Beauchamp & Company LLP, Chartered Accountants (the "Former Auditors"), to Jackson & Company, Chartered Accountants (the "Successor Auditors"), effective February 1, 2017.

At the request of the Company, the Former Auditors resigned as auditors for the Company effective February 1, 2017 and the board of directors of the Company appointed the Successor Auditor as the Company's auditor effective February 1, 2017, until the close of the next Annual General Meeting of the Company.

There were no reservations in the Former Auditor's reports for the two most recently-completed fiscal years or for any period subsequent to the more recently completed period for which an audit report was issued and preceding the date of the Former Auditors' resignation. There are no reportable events between the Company and the Former Auditors.

The Notice of Change of Auditor, together with the letter form the Former Auditor and the letter form the Successor Auditor have been reviewed by the Company's audit committee and board of directors and will be filed on SEDAR accordingly.

On behalf of the Board of Directors

NAVASOTA RESOURCES INC.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This News Release may contain forward-looking statements including, but not limited to, comments regarding the timing and content of upcoming work programs, geological interpretations, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement.*