

NAVASOTA RESOURCES INC.

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Navasota Resources Inc. (the "**Company**")
120 Adelaide Street West, Unit 2105
Toronto, Ontario
M5H 1T1

Item 2: Date of Material Change

January 21, 2019.

Item 3: News Release

A news release was issued and disseminated on January 29, 2019 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

The Company has announced that effective January 21, 2019, its auditor has changed from Jackson & Company, Chartered Accountants to Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants.

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

For additional information with respect to this material change, the following person may be contacted:

Steven Mintz
Chief Executive Officer and Director
T: 416.864.0578
E: smintz66@gmail.com

Item 9: Date of Report

This report is dated as of the 29th day of January, 2019.

SCHEDULE "A"

Please see attached.

NAVASOTA RESOURCES INC.

NEWS RELEASE

NAVASOTA ANNOUNCES CHANGES OF AUDITORS

Toronto, Ontario, January 29, 2019 - Navasota Resources Inc. (the "**Company**") announces that it has changed its auditor from Jackson and Company, Chartered Accountants, (the "**Former Auditor**") to Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants (the "**Successor Auditor**"). The Former Auditor resigned effective January 21, 2019, at the Company's request, and the Company's board of directors appointed the Successor Auditor to fill the resulting vacancy until the close of the next annual meeting of the Company's shareholders. The change of auditor notice required under National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**") and associated material will be filed on SEDAR under the Company's profile within the prescribed time period. There were no reservations or modified opinions in any auditor's reports nor any reportable events as defined in NI 51-102 in connection with the audits by the Former Auditor of the Company's most recently completed financial year or any subsequent period.

On behalf of the Board of Directors

NAVASOTA RESOURCES INC.

Steven Mintz

Chief Financial Officer and Director

Telephone: 416-864-0578

Email: smintz66@gmail.com

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.