

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

**ITEM 1. REPORTING ISSUER**

Star Navigation Systems Group Ltd.  
2970 Lakeshore Blvd. W., Suite 300,  
Toronto, ON M8V1J7

**ITEM 2. DATE OF MATERIAL CHANGE**

February 27, 2012

**ITEM 3. NEWS RELEASE**

Press release in the form attached as Schedule "A" was disseminated on February 27, 2012 via Marketwire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced completion of a private placement, subject to TSX Venture Exchange approval.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

For a full description of the material change, please refer to the press release attached hereto.

**ITEM 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**ITEM 7. OMITTED INFORMATION**

No information has been omitted on the basis of confidentiality.

**ITEM 8. EXECUTIVE OFFICER**

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

Viraf S. Kapadia  
Chief Executive Officer  
(416) 252-2889

**ITEM 9. DATE OF REPORT**

Dated at Toronto, Ontario this 27th day of February, 2012.

By: (signed) Viraf S. Kapadia  
Viraf S. Kapadia

Schedule "A"



**FOR IMMEDIATE RELEASE**

**TSX Venture Exchange Symbol: SNA**

February 27, 2012 08:00 ET

**Star Navigation Announces Completion of Private Placement**

**TORONTO, ONTARIO--(Marketwire - Feb. 27, 2012)** - Star Navigation Systems

Group Ltd. (TSX VENTURE:SNA) ("Star" or the "Company") is pleased to announce that, subject to TSX-Venture Exchange ("TSX-V") acceptance, Star has completed a non-brokered private placement of 15,200,000 units (the "Units") of the Company at an issue price of \$0.10 per Unit for gross proceeds totaling \$1,520,000. The price was reserved with the TSX-V. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one common share of the Company (a "Warrant Share") at a price of \$0.30 per Warrant Share for a term of 24 months from the closing date. Finder's fees in the amount of \$152,000 will be paid in shares in connection with this private placement.

All securities issued in the Offering and any Shares issued upon exercise of Warrants are subject to a four month statutory hold period from the date of issuance. The net proceeds of the placement will be used for research and development, marketing and general working capital purposes.