

STAR NAVIGATION SYSTEMS GROUP LTD.

NOTICE OF SPECIAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

WITH RESPECT TO THE

SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON

APRIL 13, 2012

**STAR NAVIGATION SYSTEMS GROUP LTD.
MANAGEMENT INFORMATION CIRCULAR**

GENERAL PROXY INFORMATION

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of Star Navigation Systems Group Ltd. (the "Corporation" or "Star") for use at the special meeting (the "Meeting") of shareholders of the Corporation (the "Shareholders") to be held on April 13, 2012, at 10:30 a.m. (Toronto time), or any adjournment thereof, at the offices of Fogler, Rubinoff LLP, 95 Wellington Street West, Suite 1200, Toronto-Dominion Centre, Toronto, Ontario M5J 2Z9 for the purposes set out in the accompanying notice of meeting (the "Notice of Meeting").

In this Information Circular, references to "the Corporation", "we" and "our" refer to Star Navigation Systems Group Ltd. "Common Shares" means common shares without par value in the capital of the Corporation. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

The solicitations will be made primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers and regular employees of the Corporation at nominal cost. Banks, brokers, custodians, nominees and fiduciaries will be requested to forward the proxy soliciting materials to beneficial owners, and the Corporation will reimburse such persons for reasonable out-of-pocket expenses incurred by them in this connection. The expenses of soliciting proxies, including the cost of preparing, assembling and mailing this proxy material to Shareholders, will be borne by the Corporation.

This Information Circular, the Notice of Meeting and accompanying form of proxy are being mailed to the Shareholders on or about March 23, 2012.

VOTING OF PROXIES

The common shares of the Corporation (the "**Common Shares**") represented by the accompanying form of proxy (if the same is properly executed in favour of Viraf S. Kapadia, Chief Executive Officer, or failing him, John Thorburn, Chief Operating Officer, the management nominees, and is received by mail at Capital Transfer Agency Inc., Lombard Place, 105 Adelaide Street West, Suite 1101, Toronto, ON M5H 1P9, by no later than 10:30 a.m. (Toronto time) on April 11, 2012 or, if the Meeting is adjourned, then not less than 48 hours (excluding Saturdays, Sundays and holidays) before any such adjourned meeting) will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made. **In the absence of such a specification, the person designated in the accompanying form of proxy will vote in favour of all matters to be acted on at the Meeting.**

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters set forth in the accompanying notice of Meeting, or all other business or matters that may properly come before the Meeting. At the date hereof, management of

the Corporation knows of no such amendments, variations or other business or matters to come before the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy are officers of the Corporation. You have the right to appoint some other person or company of your choice, who need not be a Shareholder, to attend and act on your behalf at the Meeting. A Shareholder desiring to appoint some other person or company to represent him or her at the Meeting may do so either by inserting the name of such person or company in the blank space provided in the accompanying form of proxy and striking out the names of the management nominees or by duly completing another proper form of proxy and, in either case, depositing the completed proxy by mail to Capital Transfer Agency Inc., Lombard Place, 105 Adelaide Street West, Suite 1101, Toronto, ON M5H 1P9, before the specified time described in the previous section.

A Shareholder giving a proxy has the power to revoke it. Such revocation may be made by the Shareholder attending the Meeting by fully executing another form of proxy bearing a later date and duly depositing the same before the specified time, or by written instrument revoking such proxy duly executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof, duly authorized, and deposited either at the head office of the Corporation or its registrar and transfer agent at any time up to and including the last Business Day preceding the date of the Meeting, or with the Chairman of the Meeting on the day of the Meeting or in any other manner permitted by law. Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

ADVICE TO BENEFICIAL HOLDERS

The information set forth in this section is of significant importance to many public Shareholders of the Corporation, as a substantial number of the public Shareholders of Star do not hold Common Shares in their own names. Shareholders who do not hold their Common Shares in their own names (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of the Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The CDS Clearing & Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Common Shares for their clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered Shareholders how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for

obtaining instructions from clients to Broadridge Investor Communications. ("**Broadridge**"). Broadridge typically applies a decal to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a proxy with a Broadridge decal on it cannot use that proxy to vote Common Shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Since the Corporation does not have access to the names of its non-registered Shareholders, if a Beneficial Shareholder attends the Meeting, the Corporation will have no record of the Beneficial Shareholder's shareholdings or of its entitlement to vote unless the Beneficial Shareholder's nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, a Beneficial Shareholder who wishes to vote in person at the Meeting must insert his/its own name in the space provided on the voting instruction form sent to the Beneficial Shareholder by its nominee, and sign and return the voting instruction form by following the signing and returning instructions provided by its nominee. By doing so, the Beneficial Shareholder will be instructing its nominee to appoint the Beneficial Shareholder as proxyholder. The Beneficial Shareholder should not otherwise complete the voting instruction form as its vote will be taken at the Meeting.

QUORUM

A quorum will be present at the Meeting if there are at least two (2) persons present, each of whom is either a Shareholder entitled to attend and vote at the Meeting or the proxyholder of a Shareholder appointed by means of a valid proxy, each holding or representing by proxy not less than one issued and outstanding Common Share of the Corporation.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Corporation consists of an unlimited number of Common Shares without nominal or par value, an unlimited number of first preferred shares without par value issuable in series and an unlimited number of second preferred shares without par value issuable in series. The outstanding Common Shares are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "SNA". Holders of Common Shares of record at the close of business on March 14, 2012 (the "**Record Date**") are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

As of the Record Date, there were 206,963,028 Common Shares and 615,000 Series I first preferred shares and Nil second preferred shares issued and outstanding. All preferred shares are non-voting, except as otherwise provided by law. To the best of the knowledge of the directors and executive officers of Star, no person or company beneficially owns, directly or indirectly, or exercises control over more than 10% of the Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

REMOVAL OF DALE F. SPARKS AS A DIRECTOR

The shareholders of the Corporation have the power, by way of ordinary resolution pursuant to section 122 of the *Business Corporations Act* (Ontario) (the "**Act**"), to remove a director of the Corporation from office at an annual or special meeting of shareholders. Pursuant to a requisition received by the Corporation from shareholders holding in excess of ten (10%) per cent of the issued shares of the Corporation, and in accordance with section 105 of the Act, the directors of the

Corporation called this Special Meeting. Management has no position on the removal or retention of Mr. Dale F. Sparks as a director of the Corporation. Mr. Sparks does not hold any other position with the Corporation.

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Dale F. Sparks is hereby removed as a director of the Corporation, effective immediately, such removal being hereby approved, ratified and confirmed.
2. Any director or officer of the Corporation is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such instruments, agreements and other documents as in such person's opinion may be necessary or desirable in connection with the foregoing resolution."

Unless a shareholder has specified in the enclosed form of proxy that the shares represented by such proxy are to be withheld from voting, proxies in favour of the management nominees will be voted FOR the approval of the removal of Dale F. Sparks as a director of the Corporation.

OTHER BUSINESS

Directors and officers of the Corporation are not aware of any matters, other than those indicated above, which may be submitted to the Meeting for action. However, if any other matters should properly be brought before the Meeting, the enclosed Proxy confers discretionary authority to vote on such other matters according to the best judgment of the Management Designees at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Purpose	To the Company or its Subsidiaries	To Another Entity
Share Purchases	nil	nil
Other	\$5,000	nil

Indebtedness of Directors and Executive Officers

Name and Principal Position	For the Year Ended June. 30	Involvement of Corporation or Subsidiary	Largest Amount Outstanding as at June 30, 2010	Amount Outstanding as at March 10, 2012	Financially Assisted Securities Purchased During Financial Year	Security for Indebtedness	Amount Forgiven During Financial Year
Randy Koroll, Chief Financial Officer	\$nil	Lender	\$ nil	\$5000	nil	nil	\$nil

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, to the best knowledge of the directors or senior officers of the Corporation after having made reasonable inquiry, had any material interest, direct or indirect in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last completed financial year, and no associate or affiliate of any such director, executive officer, with the exception of Dale F. Sparks who has an interest in the ordinary resolution to remove him as a director of the Corporation, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

APPROVAL

The contents and the sending of this Information Circular have been approved by the Board of the Corporation.

ADDITIONAL INFORMATION

Financial information about the Corporation is contained in its comparative financial statements and Management's Discussion and Analysis for fiscal year ended June 30, 2011, and additional information relating to the Corporation is on SEDAR at www.sedar.com. If you would like to obtain, at no cost to you, a copy of any of the following documents:

- (a) the comparative financial statements of the Corporation for the fiscal year ended June 30, 2011 together with the accompanying report of the auditors thereon and any interim financial statements of the Corporation for the periods subsequent to June 30, 2011 and Management's Discussion and Analysis with respect thereto; and
- (b) this proxy circular

please send your request to: Star Navigation Systems Group Ltd.
2970 Lakeshore Blvd. W., Suite 300
Toronto, Ontario, M8V 1J7

DATED at Toronto, Ontario this 10th day of March, 2012. By Order of the Board of Directors.

(Signed) "*Viraf Kapadia*"

Viraf Kapadia
Chief Executive Officer