

**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**

April 13, 2012

**ITEM 3. NEWS RELEASE**

Press release in the form attached as Schedule "A" was disseminated on April 16, 2012 via Marketwire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced the resignation of Mr. Dale F. Sparks as a director and a change in policy respecting voting for directors.

**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 17th day of April, 2012.

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

Schedule "A"



FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: SNA

Star Navigation Announces Resignation of Dale F. Sparks

**TORONTO, Ontario, April 16 2012, –Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company") announces that, during a Special General Meeting of shareholders held April 13, 2012, Dale F. Sparks, formerly an officer of Star, resigned as a director of the Company.**

**The Special General Meeting, held at the Company's expense, had been called at the request of shareholders for the sole purpose of considering a resolution removing Mr. Sparks as a director. Mr. Spark's unexpected resignation came immediately prior to discussion of the resolution. The resignation was accepted.**

**The meeting was also advised that the Board, at its next meeting, will consider a change of Company policy to implement majority voting for directors at the next Annual General Meeting of shareholders. This would allow shareholders to vote on the election of directors on an individual basis, as opposed to voting for or against a slate of directors. The vacancy now existing on the Board of Directors will be filled shortly.**