

**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

January 28, 2013

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on January 31, 2013 via Marketwire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced adoption of a Shareholders Rights Plan.

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 1st day of February, 2013.

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

Schedule "A"

Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company"), announces that at the recent Annual General Meeting of shareholders, the Company's shareholders confirmed a Shareholder Rights Plan (the 'Rights Plan') previously adopted by the Board of Directors. The Rights Plan has been filed with the TSX Venture Exchange.

The Rights Plan has been adopted to ensure the fair treatment of shareholders in the event of any take-over offer for the Company's common shares. The Rights Plan must be reconfirmed by shareholders at every third annual meeting of the Company.

The Company has not adopted the Rights Plan in response to, or in anticipation of, any specific take-over bid or proposal to acquire control of the Company. The Rights Plan is similar to plans adopted by other Canadian companies. The full text of the Rights Plan is available on the SEDAR website at <http://www.sedar.com>