

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

ITEM 1. REPORTING ISSUER

Star Navigation Systems Group Ltd.
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Toronto, ON M8V1J7

ITEM 2. DATE OF MATERIAL CHANGE

November 11, 2008

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on November 11, 2008.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it had signed an MOU with AVIC Shanghai Aero Measurement-Controlling Research Institute in China.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached Schedule "A" for a full description.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not Applicable

ITEM 6. RELIANCE ON SECTION 7.1(2) 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 3rd day of January, 2011.

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

Schedule "A"



STAR NAVIGATION SIGNS ADDITIONAL MOU WITH CHINESE GOVERNMENT SUPPLIER AT THE ZHUHAI AIRSHOW IN CHINA

TORONTO, Nov 11, 2008 - Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company"), a leading edge technology company focused on providing Aerospace Solutions to aviation operators worldwide, is pleased to announce that its discussions with a state owned avionics corporation in China, AVIC Shanghai Aero Measurement-Controlling Research Institute, China ("SAMRI"), have resulted in the signing of an additional Memorandum of Understanding ("MOU").

SAMRI is mainly engaged in research & development of aeronautical measurement and control techniques, and in the development of packages of related equipment and systems, integrating optics, mechanics and electronics. This new MOU deals with agreement to jointly prepare for the exchange of engineering personnel between Star and SAMRI and for system integration training and technical coordination, and for finalizing the draft Collaborative Framework Agreement ("CFA").

Star is very pleased with the progress of this significant partnership and as provided for in this new MOU, we expect to have the Collaborative Framework Agreement ("CFA") signed in the next few days.

The CFA will be used as the basis for supplying Star's TERRASTAR:Real-Time Monitoring(TM) system to Chinese Original Equipment Manufacturers ("OEM") for installation on new commercial passenger aircraft built by the biggest commercial aircraft manufacturers in China as the parties will work together with the intent to enter into a final partnership agreement/contract.

About Star Navigation:

Star Navigation Systems Group Ltd. (www.star-navigation.com) owns the exclusive worldwide license to its proprietary, patented In-flight Safety Monitoring System, the first system in the world to feature in-flight data-analysis, monitoring and diagnostics with a real-time connection between aircraft and ground. Its real-time capability of tracking performance-trends and predicting incident-occurrence enhances aviation safety and improves fleet management while reducing costs for the operator.

Certain statements contained in this News Release constitute forward- looking statements. When used in this document, the words "may" "would", "could", "will" and similar expressions, as they relate to Star or its management are intended to identify forward-looking statements. Such statements reflect Star's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause Star's actual performance or achievements to vary from those described herein. Should one or more of these factors or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed,

estimated or expected. Star does not assume any obligation to update these forward-looking statements.

This press release is available on the company's official on-line investor relations site for investor commentary, feedback and questions. Investors are asked to visit:

<http://www.agoracom.com/ir/StarNavigation> and view the Star Navigation IR HUB. Alternatively, investors are asked to e-mail all questions and correspondence to SNA@Agoracom.com

Please visit www.star-navigation.com or contact Viraf Kapadia, CEO, viraf.kapadia@star-navigation.com; AGORACOM Investor Relations, Investor Relations, SNA@agoracom.com, <http://www.agoracom.com/ir/StarNavigation>

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