

**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

November 26, 2008

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on November 26, 2008.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it had signed an MOU with Aviation Data Corporation of 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 IN CHINA, WITH AVIATION DATA COMMUNICATION CORPORATION (ADCC) - A SUBSIDIARY OF CAAC AND 9 CHINESE AIRLINES

TORONTO, Nov. 26th, 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 an important Memorandum of Understanding (MOU) that has been signed in Beijing at the offices of the Aviation Data Communication Corporation ("ADCC") - a jointly owned subsidiary of Civil Aviation Administration of China ("CAAC") and 9 other airlines in China. This MOU is an important step that will help facilitate a formal agreement for retrofit installations of Star's TERRASTAR:RTM (TM) on the current aircraft fleets in China.

Mr. Viraf Kapadia, Star CEO said, "This is yet another example of the ongoing effort in China started by Star this year. The objective is to be in all emerging markets to promote and provide Star's TERRASTAR: Real-Time Monitoring (TM)."

Dale F. Sparks, Star CTO stated: "This MOU not only signifies a positive level of cooperation from the ADCC, but also demonstrates Star's multifaceted approach to entering the aviation market in China. Moving ahead, our collaboration with the ADCC will focus on developing integration plans and negotiating a formal agreement. We look forward to working closely with the ADCC and greatly appreciate their support."

The MOU will be used as the basis for supplying Star's TERRASTAR:Real-Time Monitoring(TM) system to the current Chinese fleet for installation as a retrofit product, providing efficiency, cost savings and facilitating our comprehensive Fuel Management Information System, with an ROI that strives for the quickest return possible. Both the parties continue to will work together with the intent to enter into an agreement in the near future.

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 or contact www.star-navigation.com or Viraf Kapadia, CEO, viraf.kapadia@star-navigation.com

<< The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release. >>