

**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 9, 2009

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on April 9, 2009.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced closing of a private placement and extension of warrants.

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 Announces Private Placement and TSX-V Approvals
TSX Venture Exchange Symbol: SNA**

TORONTO, April 9 /CNW/ - Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company") is pleased to announce that it has closed a non-brokered private placement of 6,105,094 units (the "Units") at a price of \$0.08 per Unit for gross proceeds of \$488,408 (the "Offering"). Each Unit consists of one common share of the Company ("Share") and one-half of one common share purchase warrant. One full warrant ("Warrant") will entitle the holder thereof to purchase one additional share of the Company at a price of \$0.30 per share for a period of two years from the date of Closing. Finder's fees consisting of \$41,161 were paid in connection with this private placement.

All securities issued in the Offering and any Shares issued upon exercise of Warrants are subject to a hold period expiring August 9, 2009. The net proceeds from the Offering are intended to be used to fund marketing, installations and for general working capital. The TSX Venture Exchange ("TSX-V") has issued final acceptance with respect to the placement.

Star also announces that the TSX-V has consented to the extension by Star of the term of 13,182,766 warrants issued by the Company by way of private placement accepted for filing by the TSX-V May 16, 2007, and to the reduction in the original warrant exercise price of \$0.30. Each warrant now entitles the holder thereof to purchase one additional share of the Company at a price of \$0.20 per share until April 15, 2011.

Star also announces that the TSX-V has consented to the reduction of the exercise price of 5,400,000 stock options, previously issued to consultants of the Company, from \$0.30 to \$0.10.

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.

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the content of this

release.

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/For further information: Please visit www.star-navigation.com or Viraf Kapadia, CEO, (416) 252-2889, viraf.kapadia@star-navigation.com; AGORACOM Investor Relations: IR HUB <http://www.agoracom.com/ir/StarNavigation>; E-mail all questions and correspondence to SNA@agoracom.com/ (SNA.)

CO: Star Navigation Systems Group Ltd.

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