

**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 3, 2009

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on November 4, 2009.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced completion of private placement.

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 Completion of Private Placement
TORONTO, Nov. 4 /CNW/ - Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company") is pleased to announce that, subject to TSX-V acceptance, Star has completed a non-brokered private placement of 10,776,666 units (the "Units") of the Company at an issue price of \$0.06 per Unit for gross proceeds totaling \$646,600. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one common share of the Company (a "Warrant Share") at a price of \$0.20 per Warrant Share for a term of 24 months from the closing date. Finder's fees in the amount of \$62,760 consisting of 1,046,000 common shares 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 four statutory hold period from the date of issuance. The net proceeds of the placement will be used for marketing and general working capital purposes.

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.

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

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<http://www.agoracom.com/ir/StarNavigation/>
(SNA.)
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