

**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 15, 2009

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on November 16, 2009.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced signing of agreement with Astrium Limited..

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 and Astrium Announce Collaboration Agreement
TORONTO, Nov. 16 /CNW/ - Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company"), and Astrium Limited ("Astrium") are pleased to announce the signing of a formal Collaboration Agreement. The agreement provides for the development of a mechanism which will allow them to work co-operatively together to develop new business opportunities in the field of aircraft critical data collection and transmission systems and service, allowing Star to sell certain of their products through Astrium. An immediate result of this collaboration will be a joint presentation by Astrium and Star at the BEA Flight Data Recovery Working Group in Montreal this week. Astrium, a recognized leader in the development and manufacture of various types of satellite, ground, seaborne and airborne communications, launchers and orbital infrastructure and the development and delivery of satellite services, is a wholly owned subsidiary of EADS, a global leader in aerospace, defense and related services. In 2008, EADS generated revenues of (euro)43.3 billion and employed a workforce of more than 118,000. Star's STAR-ISMS(TM) system, based on patented technology, is 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 and automated Mayday feature enhances aviation safety and improves fleet management while reducing costs for the operator. Star's CEO, Viraf S. Kapadia said, "We look forward to a long and successful relationship with Astrium. I am convinced that, given the strengths and capabilities of each of our respective companies, we are in a position to significantly add to the safety and security of commercial aviation for many years to come."

Dale F. Sparks, Star's CTO stated: "We're very pleased to be working with such a world-class and industry leading organization such as Astrium. Their knowledge, industry experience and reputation, coupled with our STAR-ISMS(TM) technology, will go a long way in securing new opportunities for both companies. Moving forward, they will also be instrumental in the development of additional capabilities and value added services for the STAR-ISMS' comprehensive integrated Ground Station system."

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 all questions and correspondence SNA@agoracom.com, <http://www.agoracom.com/ir/StarNavigation/> (SNA.)

CO: Star Navigation Systems Group Ltd.

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