

**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, 2009

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on November 26, 2009.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced extension of warrants and 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 extends term of warrants and completes private placement
TORONTO, Nov. 26 /CNW/ - Star Navigation Systems Group Ltd. ("Star") is pleased to announce that the TSX Venture Exchange has consented to the extension of the term of 4,244,465 common share purchase warrants issued pursuant to a private placement announced December 3, 2008 (the "Warrants"). The Warrants, originally set to expire on December 1, 2009, will now expire on December 1, 2011. Each Warrant will continue to entitle the holder thereof to purchase one common share of Star at an exercise price of \$0.30. Subject to TSX-V acceptance, Star has completed a non-brokered private placement of 3,428,333 units (the "Units") of the Company at an issue price of \$0.06 per Unit for gross proceeds totaling \$205,700. 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 \$20,570 consisting of 342,833 shares are payable 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 month statutory hold period from the date of issuance. The net proceeds of the placement will be used for marketing and general working capital purposes.

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

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