

**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

January 8, 2010

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on February 4, 2010.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced grant of options and Investor Relations contract.

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 5th day of January, 2011.

By: (signed) Viraf S. Kapadia
Viraf S. Kapadia

Schedule "A"



Star Navigation Announces Option Grants – Renews Investor Relations Contract

TORONTO, February 4, 2010 - Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company"), a leading edge technology company focused on providing Aerospace Solutions to assist aviation operators worldwide, is pleased to announce that on January 8, 2010, pursuant to its 2006 Incentive Stock Option Plan, it granted 500,000 incentive stock options to a director and to an officer of the Company. The options have exercise prices of \$0.12 and \$0.15 respectively and expire January 1, 2015. 300,000 of the options were granted to replace options which had previously expired. The grants of options are subject to shareholder and regulatory approval.

The Company is also pleased to announce that, effective January 1, 2010, it has renewed its contract for Investor Relations services with Agoracom Investor Relations Corp. (see Press Release May 16, 2008), for a period of one year. The terms of the renewal provide for monthly cash compensation of \$3000 and 600,000 options to purchase common shares of the Company at \$0.15 per share. The renewal agreement was negotiated in December, 2009. The option grant is subject to shareholder and regulatory approval.

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.

For further information:

Please visit www.star-navigation.com or
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