

**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**

February 10, 2010

**ITEM 3. NEWS RELEASE**

Press release in the form attached as Schedule "A" was disseminated on February 22, 2010.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced amendment of exercise price of options and resignation of director.

**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 Amends Exercise Price of Option Grants –  
Director Resigns**

**TORONTO, February 22, 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, announces that it has amended the exercise price of certain stock option grants previously announced (see press release February 4, 2010). The amended exercise price for the grants to a director and to an officer of the Company is \$0.21. All other terms and conditions of the grants remain the same.

The Company also announces the resignation of Mr. Robin Riedel, a director of the Company. Mr. Riedel's resignation is effective February 10, 2010. The Company thanks Mr. Riedel for his service and wishes him well in his future endeavours.