

**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 20, 2006

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on February 14, 2006.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced approval of stock option plan.

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 14th day of January, 2011.

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

Schedule "A"



Star Navigation Announces Approval of Stock Option Plan
TORONTO, Feb. 14 /CNW/ - Star Navigation Systems Group Ltd. ("Star Navigation") (TSX.V - SNA), is pleased to announce that the TSX Venture Exchange has accepted for filing the Company's 2006 Stock Option Plan (the "Plan"). The Company has therefore implemented a rolling stock option plan whereby a maximum of 10% of the Company's issued share capital at the time of grant is reserved for issuance under the Plan.
The Plan was described in the Company's Information Circular dated November 4, 2005 (available on SEDAR at www.sedar.com) and approved by shareholders at the Company's Annual General and Special Meeting held on December 13, 2005. Currently outstanding options to purchase common shares of the Company will continue to be exercisable and will be governed by and subject to the terms of the Plan.
The company also announces it has granted 800,000 options at \$0.30 per share with a term of 5 years to various officers of the Corporation.