

**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

May 26, 2005

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on
May 30, 2005.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced a a shares for debt transaction.

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 Completes Debt to Equity Conversion

Toronto, Ontario, May 30 2005 – Star Navigation Systems Group Ltd. ("Star Navigation") (TSX Venture: SNA), is pleased to announce receipt of TSX Venture Exchange acceptance for the debt to equity conversion as previously announced March 22, 2005.

Debt of \$954,505 has been converted into 6,363,369 common shares of Star Navigation at \$0.15 per share that are restricted from trading until September 26, 2005.

"With the debt to equity conversion complete our current obligations are vastly reduced. All of us at Star are focused and unwavering in our determination for global sales, marketing and installation our flagship product, the In Flight Safety Monitoring System – ISMS™ and accelerating the tremendous global opportunity that is now before us." reports Viraf Kapadia, Chairman and CEO.

Star Navigation is presently in discussions with several airlines worldwide for the sale and installation of its ISMS™ product.