

**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 16, 2008

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on May 16, 2008.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced 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 14th day of January, 2011.

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

Schedule "A"



Star Navigation - Private Placement

TSX Venture Exchange Symbol: SNA

TORONTO, May 16 /CNW/ - Star Navigation Systems Group Ltd. (TSX-V: SNA)

("Star" or the "Company") is pleased to announce that, subject to TSX-V acceptance, Star has completed a non-brokered private placement for gross proceeds totaling \$1,261,286 representing 7,883,038 units at \$0.16 per unit. Each unit consists of one Common Share of the Corporation and one-half of one common share purchase warrant. One full warrant entitles the holder to purchase one additional common share of the Corporation at \$0.50 per share during the one year period from the date of issue. Proceeds of the placement will be used for marketing and general working capital purposes.s planned.