

**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 1, 2007

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on
May 29, 2007.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced new directors.

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"



New directors join Star Navigation Board

TSX Venture Exchange Symbol: SNA

TORONTO, May 29 /CNW/ - Mr. Viraf Kapadia, Chairman and Co.-C.E.O. of Star Navigation Systems Group Ltd. ("Star"), developer of Flight Safety and Fleet Monitoring Systems, is very pleased to announce that Messrs. David Tsubouchi and Ben Soave, have joined the Board of Directors of Star.

Mr. Tsubouchi brings to the Board a distinguished history of public service, having served in the Ontario provincial parliament in several positions, including Minister of Consumer and Commercial Relations, Solicitor General and Chair of the Management Board of Cabinet. He is a member of the Board of Governors of York University, Toronto, is active in the community and is currently counsel at Fraser Milner Casgrain LLP.

Mr. Ben Soave, formerly Chief Superintendent with the R.C.M.P., retired in 2005 after 35 years of dedicated service. Mr. Soave served overseas for 15 years as RCMP Attaché at Canadian missions in Singapore, Lima and Rome, with responsibilities in South East Asia, South America, Europe and the Middle East. The culmination of his career occurred in 1996, when he assumed command of the Combined Forces Special Enforcement Unit (CFSEU) in Toronto, responsible for the integrated enforcement response to organized crime. In 2001, Mr. Soave also assumed command of the Integrated National Security Enforcement Team (INSET), where, in addition to his continued oversight of enforcement response to organized crime, he also assumed responsibility of national security in Ontario. He held both these posts until his retirement. He is currently President of Soave Strategy Group.

Mr. Kapadia said, "We welcome these distinguished gentlemen to the Board of Directors. They bring added depth and experience to our deliberations and we look forward to working closely with them as Star Navigation Systems matures from the research and development phase to selling its highly innovative product line in the international aviation marketplace."

Mr. Kapadia also noted that Mr. Peter Verbeek, a long serving director of Star, had resigned for personal reasons and that his resignation had been accepted with regret.