

**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 28, 2011

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on February 4, 2011.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced the resignation of a 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 7th day of February, 2011.

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

Schedule "A"



Star Navigation Announces Resignation of Director

TORONTO, ONTARIO--(Marketwire - Feb. 4, 2011) - Star Navigation Systems Group Ltd. (TSX VENTURE:SNA) ("Star" or the "Company") announces that Mr. Shawn Saulnier has resigned as a director of the Company to attend to personal family matters. The Company thanks Mr. Saulnier for his 2 ½ years of service and wishes him well in his future endeavours. Mr. Saulnier stated that he was confident that he was leaving the Company in a strong position.