

**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

February 14, 2011

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on February 11, 2011.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced application to the TSX Venture Exchange ("TSX-V") for a Shares for Debt transaction on February 11, 2011. Approval for the transaction was received from the TSX-V on February 14, 2011.

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 17th day of February, 2011.

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

Schedule "A"



TORONTO, February 11, 2011 - Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company"), announces that it will apply for regulatory approval for a shares for debt conversion transaction (the "Debt Settlement").

On May 5, 2010, the Company announced shares for debt transaction. Part of the transaction involved two officers and directors of Star who intended to convert \$629,495 in outstanding and accrued management fees for a total of 3,147,475 common shares. That part of the transaction was not completed.

Pursuant to a Debt Settlement agreed to on February 11, 2011, the Company will issue to one of the said two officers and directors, from treasury, 2,600,000 common shares of the Company at a deemed price of \$0.20 per share. The Debt Settlement will result in reducing Star's debts for accrued management fees to that officer and director of Star by \$520,000. The issuance of the Debt Settlement Shares will not result in a change of control. The transaction is subject to TSX-Venture Exchange and disinterested shareholder approval. The shares issued will be restricted from sale for a period of 180 days after the date of issue.