

**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 25, 2011

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on February 25, 2011.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced the appointment of a new Chief Operating Officer and grant of incentive stock options.

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 28th day of February, 2011.

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

Schedule "A"



TORONTO, ONTARIO--(Marketwire - Feb. 25, 2011) - Star Navigation Systems Group Ltd. (**TSX VENTURE:SNA**) ("Star" or the "Company"), is pleased to announce that Mr. John Thorburn has been appointed Chief Operating Officer of the Company, effective immediately. Mr. Thorburn is a Professional Engineer, a Certified Management Accountant and a Project Management Professional with over 20 years' experience in the aerospace and defence industry with Litton Systems Canada Ltd (now operating as L3-Communications Electronic Systems Division). John has experience in the development and manufacturing of highly engineered systems incorporating both advanced software and high precision hardware. Mr. Thorburn brings over 10 years of executive management experience as VP Operations at Litton, VP Operations at Leitch Technologies and Contract VP Operations at Photowatt Technologies. For the past 6 years John has run his own consulting company specializing in operations and supply chain consulting. The Company also announces that, pursuant to its 2006 Incentive Stock Option Plan, it has granted incentive stock options to Mr. Thorburn to purchase up to 500,000 common shares in the capital stock of the Company. The options expire February 24, 2016, are exercisable at a price of \$0.285 per share and vest over a period of one year.