Star Navigation Systems Group Ltd.
Management's Discussion and Analysis
For the six-month period ended December 31, 2010

1. Date – March 1, 2011

The following management discussion and analysis ("MD&A") is a review of operations, current financial position and outlook for Star Navigation Systems Group Ltd. (the "Company" or "Star") and should be read in conjunction with the audited financial statements for the year ended June 30, 2010, and the unaudited financial statements for the six-month period ended December 31, 2010. Results are presented for the three and six-month periods ended December 31, 2010. Amounts are reported in Canadian dollars based upon the financial statements prepared in accordance with Canadian generally accepted accounting principles. Information contained herein is presented as at March 1, 2011.

Certain information in this MD&A or incorporated by reference, and in other public announcements by the Company is forward–looking and is subject to important risks and uncertainties. Words such as "may", "will", "believe", "expect", "anticipate", "estimate" and similar expressions identify forward-looking statements. Forward-looking information includes information concerning the Company's future financial performance, business strategy, plans, goals and objectives. Forward–looking statements are necessarily based upon estimates and assumptions considered reasonable by management but which are subject to business, economic and competitive uncertainties. Results could differ materially from those projected in forward-looking statements. Due to the Company's previous focus on directing early sales and marketing efforts on the Middle East and developing countries, the Company is potentially subject to risks involving political unrest, cultural differences, differing legal systems and business practices, and the significant added expense of travel and accommodation for Company personnel required to be onsite for sales, testing and installation duties. The Company endeavours to mitigate these risks as much as possible through the judicious use of secure financial instruments, experienced local sales agents and coordinated travel arrangements. The Company has now adjusted its focus to spread its efforts between North America and Europe, as well the Middle East, South Asia and Australasia.

Factors which could cause actual results to differ materially from current expectations include, among other things, the ability of the Company to successfully implement its strategic and financing initiatives and whether such strategic and financing initiatives will yield the expected benefits; competitive conditions in the business in which the Company participates; general economic conditions and normal business uncertainty; fluctuations in foreign currency exchange rates; and changes in laws, rules and regulations applicable to the Company in the jurisdictions in which the Company operates. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Readers are cautioned that forward-looking statements are not guarantees of future performance.

Further information relating to Star is available on SEDAR at www.sedar.com.

2. General Development of the Business

History

Star commenced its operations in May 2000 and was listed on the TSX Venture Exchange (the "Exchange") on August 29, 2002, under the symbol 'SNA'. Based in Toronto, Ontario, Star is a development stage company that has successfully tested, marketed and sold technology platforms that offer operators of land, sea and air assets real-time data-solutions, which allow them the opportunity to reduce costs, track assets and enhance aviation and operator safety. The Company's products have global sales potential for both new and existing aircraft as well as other transportation assets. The Company's head office is in Toronto, Ontario.

Selected Financial Information and Management's Discussion and Analysis

Annual Information

The fiscal year end of the Company is June 30. The following table summarizes the Company's audited financial results for the year ended June 30, 2010, 2009 and 2008.

	Year ended June 30, 2010	**Year ended June 30, 2009**	**Year ended June 30, 2008**
Total revenues	$153,849	$457,405	$83,631
Net Loss	$(3,363,082)	$(2,978,175)	$(3,414,690)
Total assets	$2,517,752	$301,420	$652,607
Total long term liabilities	$14,978	$46,707	$5,056
Cash dividends declared	$Nil	$Nil	$Nil

The Company experienced a loss in the fiscal year ended June 30, 2010 and has losses averaging $(3,251,982) for the last three years. A major factor that has contributed to these losses has been the inability of the Company to complete a sale for its In-Flight Safety Monitoring System ("STAR-ISMS™") unit with major airlines. The Company continues to invest money in the development of its STAR-ISMS™ unit and in raising market awareness for this product but has had no substantial revenues for the past 3 years. The Company's focus and attention has always been to close a sale with a major airline. However this process is long and arduous and has forced the Company to rely on raising capital through equity sales to fund the research and development that is needed to bring this project to fruition. As can be seen from the table above, total assets for the years ended 2009 and 2008 were minimal indicating that the Company's cash levels were quite low. Assets in 2010 have climbed to $2.5 million largely as a result of four private placements the Company completed throughout the year. This increase in cash has allowed the Company to accelerate marketing plans and push to finalize its first sale of the STAR-ISMS™ unit to an airline.

The Company has little long-term debt and short-term debt has been reduced in the year by using a combination of the cash raised and completion of a shares for debt exchange. Although the private placements have caused an increase in the total number of issued and outstanding shares to just under 181 million at December 31, 2010, the increase in cash (enhanced again in September 2010 with another private placement of $1.3 million) has put the Company in a position to fund its known expenditures for the next twelve (12) months while still retaining a positive cash balance should spending on research and development need to be increased.

Note: Star Navigation was incorporated on February 9, 1993.

Overview and Overall Performance

The Company's financial condition still remains healthy after the six-month period ended December 31, 2010. The cash position of the Company while decreasing since September 30, 2010, still remains near the two million dollar level. Assets are nearly identical to June 30, 2010 levels. Accounts receivables are down significantly from June 30, 2010 as the Company has now collected almost 90% of its past due accounts receivable balances and prepaid expenses have increased $81,000 as a result of equipment deposits paid to suppliers. Accounts payable and accrued liabilities are down by just over $100,000 from June 30 as well, amounts due from related parties has dropped by $119,000. Results of operations continue to show significant losses as the Company endeavours to generate meaningful revenues to offset the R&D costs and regular operating costs.

The Company is committed to completing its new STAR-ISMS™ Second Generation Star Server Unit ("SSU G2") The Company has sufficient cash reserves to do this. However, the Company cannot forecast the future costs of moving its STAR-ISMS™ program to the next level until the Company secures a major contract with a fixed-wing airline. To this end the Company has made a major advance towards securing its first fixed-wing sale which the Company expects to occur by the end of August 2011. In mid September 2010, the Company entered into an agreement (the "Agreement') with Shaheen Air International to install the STAR-ISMS™ on one of the airline's Boeing 737-200/300 aircraft, on a performance evaluation and configuration basis.

The evaluation period will last for 90 days and will commence as soon as the Operational Supplemental Type Certificate approval is issued. Engineering work is underway and the evaluation period is expected to start in the second quarter of 2011. The Agreement provides that upon successful completion of the performance evaluation, the airline will purchase the installed unit and purchase a further eleven STAR-ISMS™ systems for the balance of its fleet. Should this initiative be successful, it will assist the Company to successfully market its STAR-ISMS™ unit to other airlines and may have a major impact on its results of operations in 2011.

The Company remains in the late development stage, without significant revenues at this time. Revenues are gradually increasing, and the Company has focused its efforts on the marketing, promotion and sale of its STAR-ISMS™ unit and the Company continues to refine the utility of the data provided by the STAR-ISMS™. Development of the SSU G2 continues and the enhanced product is expected to be commercially available by the mid-summer 2011.

In November the Company announced its participation with Astrium Services and the General Directorate for Civil Aviation in France ("GDCA") in the SESAR project. Prompted by AF447 loss and the inability to locate the black boxes carried aboard the AF447, the study will propose innovative satellite solutions for improving aircraft safety and optimizing coordination between both air transit and search and rescue services in remote or oceanic areas.

Also in November, the Company announced the signing of a formal Collaboration Agreement with Astrium Services, a part of the EADS Group, which owns Airbus Industries. The agreement provides for the development of a mechanism which, if and when finalized, will allow Star and Astrium to work co-operatively together to develop new business opportunities in the field of aircraft critical data collection and transmission systems and service, allowing Star to sell certain of their products through Astrium.

Other complimentary products such as "STAR-ISMS™ Lite", (flight tracking and monitoring system incorporating two-way voice and data) , STAR-ISMS™ Ultra Lite, (an airborne asset tracking and monitoring system), as well as Terrestrial Monitoring and Marine Monitoring which serve the same purpose for land and marine applications, are fully developed and are being marketed and sold. The Company continues to receive repeat orders from existing customers. Given the expenses inherent in the marketing and sale of the STAR-ISMS™ product to potential customers in countries outside North America, the Company continues its policy of expanding its focus to include local Canadian and U.S. prospects.

The Company continues its efforts to conclude existing sales initiatives with customers in Pakistan and India, and has expanded the number of airlines with whom it is currently in discussion in those areas. Its sales agents in the Middle East report an increased level of industry awareness of the STAR-ISMS™ system. Discussions continue with appropriate governmental authorities in India concerning the granting of the Aeromobile license required to use the STAR-ISMS™ in Indian airspace continue, as the Company's system cannot be utilized in the absence of such approval.

While recent funding through private placements has enhanced the Company's financial position, strict hiring protocols and other cost cutting measures remain in place pending increased revenues. The Company is slowly expanding the size of its IT Support Group, as well as adding to the Sales and Marketing Department. Attendance at promotional events such as air shows continues to be closely assessed in terms of value for investment and potential networking and relationship building opportunities. In this regard, during the calendar year ended December 31, 2010, the Company attended airshows in Berlin, Farnborough and Egypt.

Discussions with Astrium Limited in Europe with respect to the implementation of the Technical Partnership Agreement as described below and future cooperation continue to progress well.

Operational Milestones

During the six-month period ended December 31, 2010, the Company has made the following progress towards achieving its objectives:

- The Company entered into the agreement with Shaheen Air International (see Overview & Overall Performance).

- The Company continued with performance/design and platform upgrades to its Ground Station Services (“GSS”). As part of its commitment to continuous improvement, Star is currently upgrading its Ground Station platform to better position it for the expected growth in 2011. The new platform will enhance the reliability and performance of the current infrastructure and will be ready in time to accommodate the commercial “pilot project” in early calendar 2011.

- Development of the Company’s SSU G2 is almost complete. Testing of the prototype is currently underway and a commercial 3 – 6 month “pilot project” rollout is expected to begin in the first quarter of calendar 2011.

- Negotiations continue with Pakistan International Airlines Corporation (“PIA”). Daily operational flights with the STAR-ISMS™ aboard one of PIA’s A-310 aircraft are ongoing and the upgraded model of the First Generation SSU, currently aboard the PIA A-310 is meeting all design expectations. Star’s representatives in Pakistan continue to maintain close contact with PIA officials.

- In China, working discussions continue with respect to the COMAC 919 Big Commercial Aircraft project and the Company is awaiting the completion of the selection process.

- In accordance with the Company’s equity funding plans, funding activities were successfully concluded during the quarter ended December 31, 2010, with gross proceeds of the private placement totaling approximately $1.3 million being raised. The Company is well situated on a go forward basis with respect to its currently budgeted planning.

Outlook

Star's Management looks to achieve the following for the fiscal year ahead:

- Formalize the relationship with Astrium through the negotiation and execution of a formal mechanism under which Star and Astrium can develop new business opportunities in the field of aircraft critical data collection, analysis and transmission.

- Continue discussions with respect to Original Equipment Manufacturer ("OEM") partnerships, such as CMC Electronics of Montreal.

- Enter into production of the SSU G2.

- Continue to work closely with the Director General Civil Aviation, the Ministry of Communications and individual airline operators in India with respect to both the Aeromobile License issue, and to ensuring that the features and benefits of the Company's STAR-ISMS™ technology are effectively presented to the appropriate parties. The Company continues to await the decision of the Indian authorities.

- Successfully complete sales initiatives currently pending in the Middle East, Pakistan, and North America.

- Manage additional funding opportunities and aggressively monitor operating and administrative expenses.

- Continue to work closely with PIA in order to refine the utility and scope of the STAR-ISMS™ during the current real time demonstration. The ability of the Company's Engineering and Software departments to analyze and assess data from an aircraft in actual flight is a valuable resource. Ultimately, the objective remains a purchase order from PIA.

- Continue to work on the COMAC 919 project in China. As stated previously, the Company has been informed that COMAC is still going through the selection process and that they have not yet decided/confirmed the second level systems. This is a very large scale project and there have been some scheduling extensions. Potential suppliers have no control over the process at this stage.

- Continue with performance/design and platform upgrades to GSS. The new platform will enhance the reliability and performance of the current infrastructure.

- Expand revenue stream from existing STAR-ISMS™ Lite, STAR-ISMS™ Ultra Lite and Terrestrial Monitoring products through effective sales, installation and world-wide marketing.

- Expand research and development with respect to increased functionality of the STAR-ISMS™ for additional applications. Star continues to be committed to the longevity and improvement of the STAR-ISMS™ product / service and will continue to focus significant effort in Research and Development. Pursuit of improved reliability and new capabilities, is paramount to STAR's long term success.

The Company's focus continues to be exclusively on the commercialization and refinement of its product and on the furthering of the sales and marketing of our flagship product – STAR-ISMS™ - the In Flight Safety Monitoring System.

Summary of Quarterly Results

The following table sets out selected unaudited financial information, presented in Canadian dollars and prepared in accordance with generally accepted accounting principles in Canada, for each of the previous eight quarters ended December 31, 2010. The information contained herein is drawn from interim financial statements of the Company for each of the aforementioned eight quarters.

(Expressed in $)

Three months	2010	2010	2010	2010
Period Ending	December 31	September 30	June 30	Mar 31
Revenue	21,019	31,804	32,661	75,660
Working Capital/(Deficit)	64,623	530,848	(12,241)	(219,398)
Expenses	1,698,187	888,911	1,713,772	837,399
Net Loss	(1,677,168)	(857,107)	(1,554,231)	(821,402)
Net Loss (per Share)	(0.001)	(0.005)	(0.02)	(0.01)

	2009	2009	2009	2009
Period Ending	December 31	September 30	June 30	Mar 31
Revenue	22,377	23,151	84,108	196,503
Working Capital/(Deficit)	(2,595,982)	(3,012,419)	(2,688,415)	(2,871,410)
Expenses	585,789	428,710	1,577,552	502,570
Net Loss	(581,621)	(405,828)	(900,424)	(490,706)
Net Loss (per Share)	(0.00)	(0.003)	(0.3)	(0.01)

Quarter-over-quarter fluctuations for fiscal 2010 and 2009 are primarily as follows:

- low and inconsistent revenue generation throughout the year
- working capital fluctuations in 2010 were influenced primarily by the completion of four private placements that started in late Q2 of fiscal 2010 and finished in Q1 of fiscal 2011. There have been no further private placements since September 30, 2010.
- increases in September 2010 and June 2010 expenses related to the assigned fair values of stock option grants and year end audit related adjustments.
- for fiscal 2010 working capital has moved into a positive position due to the reduction in current liabilities such as accounts payables and accrued liabilities,

fiscal 2009 working capital deficiency was consistent throughout the year as cash remained relatively low

- net loss for the 12 month periods ending June 30, 2010 and June 30, 2009 were $3,363,082 and $2,978,175 respectively

RESULTS OF OPERATIONS
Comparison of the six-month periods ended December 31, 2010 and December 31, 2009

The following commentary compares the unaudited interim consolidated financial results for the six-month periods ended December 31, 2010 and December 31, 2009.

Overview:

The Company generated a loss for the three-month period ended December 31, 2010 of $1,677,168 vs. a loss of $581,621 for the same period in 2009. The difference of $1,095,547 is due mainly to the increase in stock-based compensation from 2009 to 2010, which accounts for almost all of the increased loss. The Company experienced a decrease in general and administrative expense and increases in the marketing expense, research and development costs and professional fees this period compared to 2009. General & administrative expenses decreased by $81,513 over 2009, cost of sales was down marginally, research and development costs were up by $83,734, marketing and promotion increased by $18,777 and professional fees had a slight increase of $11,508.

The Company's sales maintained similar levels during this three month period as in 2009. Year-to-date sales has increased from $45,529 in 2009 to $52,823 in 2010. This small increase is due to the Company's customers increasing usage of the units they now have installed in their aircraft and land vehicles. The Company continues to make the aviation market more aware of its product and this awareness has resulted in the Shaheen Air International agreement, entered into in September 2010. If, upon the successful completion of the evaluation period, Shaheen Air International is satisfied with the results of the evaluation, it has committed to an order of 12 of the Company's STAR-ISMS™ units.
The Company continues to make inroads into overseas markets and hopes that the sales figures will increase as the world-wide economy stabilizes and airline companies increase their capital spending.

Revenues:

The Company's monthly monitoring fees charged to various customers has remained consistent with the same period in 2009 (2010 - $21,019 vs. 2009 - $22,377). One customer continues to add additional vehicle tracking devices which has resulted in increased monthly fees paid to the Company. There were no new sales of hardware equipment sales in this period and none in the same period in 2009.
The disparity in consistent sales highlights the need for the Company to continue to obtain more customers with an increased marketing campaign to try and smooth out this area of sales.

Cost of Sales:

The Company continues to promote its products into various markets around the world but has yet to have any major success. To this end it has effectively been selling its product at break-even margins in previous periods to entice customers to purchase its products and see the usefulness of it and purchase other units. Another reason for this is that the products being developed can have a very long sales cycle and require acceptance amongst several customers rather than just one. As a result the Company's margins are very low. In the future the Company expects to sell for higher margins once they have gained a major airline as a customer.

Research and Development:

Research and development expenses have increased in this period over 2009 by $83,734. The increase was driven by the increase in R&D wages of $49,394 (2010 - $142,334 vs. 2009 - $92,940). The main reason is the increase in sub-contractor expense (2010 - $55,200 vs. 2009 - $23,400). The use of sub-contract expense increased in this period as the Company is gearing up to receive its new G2 SSU box. Salaries increased slightly by $12,750 in this quarter over 2009 as the Company has increased its technical staff from 2009 and the Company is no longer enrolled in a government sponsored work sharing program which ended on May 31, 2010. This work program saved the Company 40% of the wages it spent on staff wages. Travel expense has increased in this period by $7,642 as the Company's Chief Technical Officer has travelled more to assist in the completion of the new G2 SSU box and requirements with Astrium. Research and development material costs have increased as the Company ramps up toward production of its new G2 SSU unit. These costs have gone up by $23,706 this period compared to 2009. As part of its product improvement initiative, for the past 2.5 years Star has been working on enhancements to their fuel management, fleet management and savings modules. Working closely with aviation experts and experienced pilots, Star's R&D team has developed modules that offer improvements in efficiency, flexibility and performance measuring capabilities. Star will continue in its pursuit of functional and effective product development and improvement.

General and Administrative:

General and administrative ("G&A") expenses have decreased both in the three-month period ended December 31, 2010 (2010 - $215,480 vs. $2009 - $296,993) and six-month period (2010 - $421,339 vs. 2009 - $458,583). These decreases were driven by decreases over a wide range of expenses.
Fees accrued to Board members decreased by $6,000 over 2009 as the Company has one less director that it is accruing monthly fees for than it did in the same period last year. Rent expense has increased in this period by $8,515 over 2009 as the monthly rental costs of its Toronto office have increased by $2,000 per month and the cost of its Atlanta office have now come online. Consulting costs decreased in this three-month period by $9,950 but year-to-date increased by $7,250.

This increase was driven by the Company completing its application for AS 9100 registration and the costs of services of an executive search firm to assist it in finding a Chief Operating Officer for the Company. Insurance has increased very marginally (2010 - $13,393 vs. 2009 - $8,124). G&A wages were similar to 2009 levels for the three-month period but have increased in the year-to-date numbers by $11,000 over 2009 (2010 -

$135,000 vs. 2009 - $124,002) as the self-imposed cut in salary for the Company CEO was reinstated and increased in January 2010. Small increases in travel, repairs & maintenance and dues & fees costs were offset by decreases in filing fees, finders fees and bad debt expense. The Company is committed to monitoring all expenditures and has implemented a series of procedures that ensures that future expenditures are sourced out with more than one vendor and discounts are sought at all times. This allows the Company to continue to monitor its cash balance effectively.

Marketing and Promotion:

Marketing and promotion related costs have increased by a minimal amount of $5,661 in this six-month period, going from $94,862 in 2009 up to $113,639 in 2010. This increase was primarily due to higher consulting expenses. The Company has cautiously started to broaden its marketing initiatives overseas and in the United States which has resulted in increased travel costs of $14,546 (2010 - $29,909 vs. 2009 - $15,363) in the three and six month periods ended December 31, 2010. Travel costs will continue to increase as the Company continues to get its message out to prospective customers and investors across the country and south of the border. To this end the Company opened up a satellite office in Atlanta, Georgia in September 2010 that it hopes will allow it to take advantage of the large aviation presence there. This will take time and patience but has already resulted in greater investor recognition of the Company. Consulting expense increased in this period by $11,975 (2010 - $68,850 vs. 2009 - $56,875) as a result of the Company's continued marketing initiatives. The Company recognizes that this will be a continued expense if it is to broaden its brand recognition. The Company has the necessary working capital to allow it to do this, whereas in 2009 this was not the case.

Professional Fees:

Professional fees increased marginally in this second quarter over 2009 ($51,458 vs. $38,750). The increase was a combination of decreases in audit fees and accounting fees while legal fees increased by $62,118 over the same period in 2009 (2010 - $71,368 vs. 2009 - $9,250). Accounting fees decreased by $10,000 over 2009 and audit fees decreased by $39,410.

Stock based compensation

The Company has a stock option plan (the "Plan") for employees, officers, directors and consultants performing special technical or other services for the Company ("optionees"). During 2010, the Company amended the Plan whereby the number of common shares to be issued under the Plan is not to exceed 30,000,000 (2009 - 19,589,684) common shares. The designation of optionees, amount and vesting provisions of the stock options under the Plan are determined by the Board of Directors.

The Company applies a fair value based method of accounting to all stock-based payments. Accordingly, stock-based payments are measured at the fair value of the consideration received or the fair value of the equity instruments issued or liabilities incurred, whichever is more reliably measurable. Stock-based compensation is charged to operations over the vesting period and the offset is credited to contributed surplus. Consideration received upon the exercise of stock options is credited to share capital and the related contributed surplus is transferred to share capital.

During the six-month period stock-based compensation amounted to $1,342,236 vs. $103,325 in 2009. The Company issued no new options in this period.

Amortization

Amortization costs were $23,451 during the second quarter ended December 31, 2010, compared to $11,192 for the same period ended December 31, 2009. The increase in amortization results from an increase in the Company's asset base that occurred in the third and fourth quarters of fiscal 2010. The Company spent money on improving the offices in Toronto and production equipment. The total amount of equipment and license additions in the year totaled $227,527. As a result, amortization for leasehold improvements has increased for 2011. Production equipment will be amortized once it has been fully completed.

Foreign Exchange Gain/Loss

Monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate. Non-monetary assets and liabilities as well as revenue and expense transactions denominated in foreign currencies are translated at the rate prevailing at the time of the transaction. Translation gain or loss adjustments are recognized in the period in which they occur. The Company transacts its sales and equipment purchases in US dollars. At December 31, 2010, the Company had $508,007 vs. 2009 – $25,511 of cash and cash equivalents in US dollars.

Liquidity and Capital Resources

The Company had cash and cash equivalents of $1,948,845 at December 31, 2010 compared to a cash balance of $1,167,058 in 2009. The increased cash balance is the result of four equity private placements that the Company completed from November 2009 to September 2010. The Company has positive working capital of $64,623 at December 31, 2010 compared to the working capital deficiency of $2,595,982 it had at December 31, 2009. The Company now has sufficient cash to cover its known operating expenditures for the next 12 months and will raise money through equity financings if unforeseen expenditures arise. Due to the uncertain nature of its ability to close sales with major airlines the Company cannot project with certainty what level of cash commitment it may face in the future. That being said, the Company continues to seek additional financing should it sign a major deal and to that end has been engaged in discussions with the Export Development Corp. to help finance the costs should it sign a significant deal in the future. The Company has also had talks with its major supplier of the STAR-ISMS™ unit to see if it can arrange terms that would allow the Company to purchase the unit and defer a substantial portion of the payment until it is paid by a customer. The Company continues to keep its accounts payable current, does not suffer from any defaults on its lease commitments and, as it does not have any significant long-term debt, there are no breaches of any loan covenants.

The Company is subject to the risks generally associated with high-technology development stage companies, which include fluctuations in operating expenses and revenues and its ability to secure further equity or debt financing/funding which is subject to prevailing market conditions at that time. There can be no assurance that management will be successful in raising the necessary capital required to continue the project but it has taken the necessary steps to address this concern.

Off Balance Sheet Arrangements

As at December 31, 2010, the Company had no off balance sheet arrangements such as guaranteed contracts, contingent interests in assets transferred to an entity, derivative instrument obligations or any instruments that could trigger financing, market or credit risk to the Company.

Outstanding Share Data

Series I Preferred Shares	615,000
Common Shares (i,ii,iii,iv,v)	181,710,906
Share Purchase Warrants	55,981,446 (exercise prices ranging from $0.20 cents to $0.50)
Stock Options	14,768,000 (exercise prices ranging from $0.10 to $0.32 with expiry dates up to March 31, 2015 and various graded vesting provisions).

(i) On November 10, 2009, the Company completed a non-brokered private placement of 10,776,666 units of the Company at an issue price of $0.06 per Unit for gross proceeds totaling $646,600. Each unit consists of one common share and one Warrant. Each Warrant entitles the holder to purchase one Warrant share of the Company at a price of $0.20 per Warrant Share for a term of 24 months from the closing date. Finder's fees in the amount of $62,760 consisting of 1,046,000 common shares were paid in connection with this private placement. All securities issued in the offering and Warrant Shares issuable upon exercise of Warrants are subject to a four month statutory hold period from the date of issuance.

(ii) On December 4, 2009, the Company completed a non-brokered private placement of 3,428,333 units of the Company at an issue price of $0.06 per Unit for gross proceeds totaling $205,700. Each unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one common share of the Company (a "Warrant Share") at a price of $0.20 per Warrant Share for a term of 24 months from the closing date. Finder's fees in the amount of $20,570 consisting of 342,833 shares were paid in connection with this private placement. All securities issued in the offering and the Warrant shares issuable upon exercise of Warrants are subject to a four month statutory hold period from the date of issuance.

(iii) On January 12, 2010, the Company completed a non-brokered private placement of 19,948,666 units of the Company at an issue price of $0.12 per Unit for gross proceeds totaling $2,393,840. Each unit consists of one common share and one Warrant. Each Warrant entitles the holder to purchase one Warrant Share of the Company at a price of $0.30 per Warrant Share for a term of 24 months from the closing date. Finder's fees in the amount of $231,600 consisting of 1,930,000 Units were paid in connection with this private placement. All securities issued in the offering and Warrant Shares issuable upon exercise of Warrants are subject to a four month statutory hold period from the date of issuance.

(iv) Pursuant to the debt settlement agreed to on May 4, 2010, (the "Debt Settlement"), the Company issued from treasury 1,922,165 common shares of the Company at a price of $0.20 per share. The Debt Settlement resulted in reducing amounts due to related parties by $315,436 and other payables by $115,505, with a total debt reduction of $430,941. The shares issued to the creditors are restricted from sale for a period of 180 days from the date of issue.

(v) On September 14, 2010, the Company completed a non-brokered private placement of 10,875,000 units of the Company at an issue price of $0.12 per Unit for gross proceeds totaling $1,305,000. Each unit consists of one common share and one Warrant. Each Warrant entitles the holder to purchase one Warrant Share of the Company at a price of $0.20 per Warrant Share for a term of 24 months from the closing date. All securities issued in the offering and Warrant Shares issuable upon exercise of Warrants are subject to a four month statutory hold period from the date of issuance.

Finder's fees and regulatory fees in the amount of $122,675 in cash were paid in connection with this private placement

Critical Accounting Estimates

For information regarding critical accounting estimates used by the Company, please see Note 3, Significant Accounting Policies of the audited financial statements of the Company for the year-ended June 30, 2010.

Significant Accounting Policies

The consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles and follow the same accounting policies and methods of their application as the most recent audited consolidated financial statements for the year ended June 30, 2010, except for the change in accounting policies described in Note 2. These consolidated financial statements should be read in conjunction with those audited consolidated financial statements.

Recent Accounting Pronouncements Issued and Not Yet Applied

(a) The CICA recently introduced Handbook Section 1582 – Business Combinations to replace Handbook Section 1581 – Business Combinations. The new standard will become effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after

January 1, 2011. The Company is currently in the process of evaluating the potential impact of this standard on its financial statements.

(b) The CICA recently introduced Handbook Section 1601 – Consolidated Financial Statements and Section 1602 – Non-Controlling Interests, which will replace Handbook Section 1600 – Consolidated Financial Statements establishing a new section for accounting for a non-controlling interest in a subsidiary. These new sections apply to interim and annual consolidated statements for years beginning on or after January 1, 2011. The Company is currently in the process of evaluating the potential impact of these standards on its financial statements.

(c) In 2006, the Canadian Accounting Standards Board (" AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian public companies. The AcSB strategic plan outlines the convergence of Canadian GAAP and IFRS over an expected five year transitional period. In February, 2008, the AcSB announced that January 1, 2011, is the changeover date for publicly-listed companies to use IFRS, replacing Canadian GAAP, affecting interim and annual financial statements relating to fiscal years after this date. These new standards will be applicable as of January 1, 2011. The Company has a June 30 year end, and accordingly would need to prepare annual and interim financial statements relating to fiscal year beginning on July 1, 2011 and ending on December 31, 2012, in accordance with IFRS. This in turn will require IFRS comparatives for the fiscal year beginning on July 1, 2010 and ending on June 30, 2011. As such, July 1, 2010 is the effective date of transition for the Company. For 2010-11, information will have to be gathered in accordance with both existing Canadian GAAP and IFRS.

In summary, financial statements prepared using IFRS will be required for the first quarter of 2011-12 and will include 2010-11 comparative IFRS information, and the July 1, 2010 balance sheet.

The Company has formally established a transition plan and project implementation team. As an update to our previously filed annual and quarterly MD&A, management engaged an external consultant to undertake a preliminary review of the impact of IFRS on the Company's financial statements.

The objective of this review was to highlight, initially, all potential differences that are significant to the Company. The Company has completed the detailed diagnostic plan which included identifying significant accounting policy differences and their related areas of impact in terms of systems, procedures and financial statements. Differences between IFRS and Canadian generally accepted accounting principles (GAAP), in addition to those referenced below, may continue to be identified based on further detailed analysis by the Company and other changes to IFRS prior to the Companies conversion to IFRS in 2011-12.
The Company will continue to review all proposed and continuing projects of the International Accounting Standards Board to determine their impact and will continue to invest in training and resources throughout the transition period to facilitate a timely conversion.

Set out below are some of the key areas which indicate accounting differences, and where changes in accounting policies are expected that may materially impact the Company's consolidated financial statements. The list and comments should not be regarded as a complete list of changes that will result from a transition to IFRS. It is intended to highlight the more significant areas we have identified to date.

Analysis of changes is still in process and not all decisions have been finalized where choices of accounting policies are available.

Accounting Policy Impact and Decisions

Intangible assets

IFRS 1 permits a Company to revalue intangible assets at their fair value as at the date of transition to IFRS. Such intangible assets would need to meet the recognition criteria (including reliable measurement of original cost); and the criteria for revaluation (including the existence of an active market). The Company is currently evaluating this option.

Business combinations

IFRS 1 provides an exemption that allows Companies transitioning to IFRS to not restate business combinations entered into prior to the date of transition. The Company is currently evaluating this option.

Share-based payments

IFRS 1 provides an exemption that allows Companies not to apply IFRS 2 Share-based Payment to options granted before November 2002, as well as to options granted after November 2002, but vested prior to transition. The Company is currently evaluating this option.

Equipment

In view of the component accounting that is strictly applied under IFRS, the Company will need to ascertain if items of property, plant and equipment would need further componentization. It may be likely that certain items of equipment could include components that need to be accounted and depreciated separately.

Impairment of Assets

Canadian GAAP generally uses a two-step approach to impairment testing: first comparing asset carrying values with undiscounted future cash flows to determine whether impairment exists, and then measuring impairment by comparing asset carrying values to their fair value (which is calculated using discounted cash flows). IAS 36 Impairment of Assets (IAS 36) uses a one-step approach for testing and measuring impairment, with asset carrying values compared directly with the higher of fair value less costs to sell and value in use (which uses discounted cash flows). This may potentially result in write-downs where the carrying value of assets were previously supported under Canadian GAAP on an undiscounted cash flow basis, but could not be supported on a discounted cash flow basis. This difference could lead to income statement and earnings volatility in future periods. The Company is currently assessing the implications of the difference in the impairment approach.

Revenue recognition

In reviewing IAS 18 Revenue, the Company has determined that certain changes will be made in the manner in which it would recognize revenue in arrangements that have multiple deliverables, going forward. In accordance with Canadian GAAP, revenue is recognized for all delivered elements in an arrangement when there is objective and reliable evidence of fair value for the undelivered elements (commonly referred to as the residual method). Under the residual method, the amount of consideration allocated to the delivered elements equals the total arrangement consideration less the fair value of the undelivered item. However, in accordance with IFRS, revenue is allocated and recognized for each separately identifiable component in a multiple deliverable arrangement. The residual method is not permitted. As a result, for certain arrangements, the amount and timing of revenue recorded for each identifiable component may differ under IFRS.

Provisions

The Company is currently assessing the requirements of IAS 37, “Provisions, Contingent Liabilities and Contingent Assets”, to determine whether all its provisions meet the “probable” recognition criteria under IFRS, and whether any additional provisions are required.

(d) In December 2009, the CICA issued EIC 175, Multiple Deliverable Revenue Arrangements, replacing EIC 142, Revenue Arrangements with Multiple Deliverables. This abstract was amended to: (1) provide updated guidance on whether multiple deliverables exist, how the deliverables in an arrangement should be separated, and the consideration allocated; (2) require, in situations where a vendor does not have vendor-specific objective evidence or third-party evidence of selling price, that the entity allocate revenue in an arrangement using estimated selling prices of deliverables; (3) eliminate the use of the residual method and require an entity to allocate revenue using the relative selling price method; and (4) require expanded qualitative and quantitative disclosures regarding significant judgments made in applying this guidance. The accounting changes summarized in EIC 175 are effective for fiscal years beginning on or after January 1, 2011, with early adoption permitted. Adoption may either be on a prospective basis or by retrospective application. If EIC 175 is adopted early, in a reporting period that is not the first reporting period in the entity’s fiscal year, it must be applied retroactively from the beginning of the Company’s period of adoption. The Company is currently reviewing the impact of adoption of these amendments on its financial statements.

Related Party Transactions

The Company has accrued and carries significant balance on its financial statements of amounts due to related parties. The amounts represent compensation accrued with respect to salary compensation for its officers, monthly compensation accrued for its directors, advisory board members and committee chairpersons that have accumulated over the past several years.

The Company’s Board of Directors are compensated at the rate of $2,000 per month for performing duties such as providing guidance to management in areas such as budgeting, new sales contracts or joint ventures anticipated and any other issue that management deems necessary. Advisory Board members are business people with expertise in the Aviation industry who help the Company attain access to the decision makers of major airlines to help promote Star's STAR-ISMS™. They are remunerated at the rate of $15,000 per year. Committee Chairperson's are selected from amongst the Directors of the Company to lead the Audit, Compensation and Corporate Governance committee's. Chairpersons' are remunerated at the rate of $2,000 per month. All of the above amounts are accrued in the financial statements of the Company. The terms for repayment of the amounts owing to the various Board, Advisory and Committee members are restricted.

These amounts can only be settled when individuals wish to exercise options that have been granted to them by the Company or to participate in a private placement being done by the Company.

The related party transactions disclosed above, are non-interest bearing and unsecured, in the normal course of business and are recorded at the exchange amount, which is the amount agreed to between the related parties.

At December 31, 2010, management estimates that there is the potential for the amounts due to be paid in this fiscal year, and accordingly they have been classified as current liabilities. The only fixed contractual obligations the Company has with related parties are the compensation contracts it has with the CEO, CTO and CFO.

The following balances are due as of December 31, 2010: Due to Directors - $176,250 (2009 - $232,000), Due to Advisory Board - $100,000 (2009 - $68,000) and Due to Committee Chairpersons - $84,000 (2009 - $60,000). The following amounts are due to Related Parties; Due to Dale Sparks – Chief Technical Officer and member of the Board of Directors - $2,576 (2009 - $138,148). The above amount resulted from the accrual of salary for Mr. Sparks. Due to Viraf S. Kapadia – Chief Executive Officer and Chairman of the Board of Directors - $1,199,866 (2009 - $1,242,751). This amount resulted from salary accrual for Mr. Kapadia in prior years including certain years where as CEO he took no salary due to the economic limitations the Company was experiencing at the time. He also financed the Company at various times when the Company was experiencing funding shortfalls and he deferred repayment until the Company attained stability. Due to a corporation formally controlled by an officer who is also a director of the Company - $28,090 (2009 - $160,590).

Included on the statement of profit and loss for the six-month period ended December 31, 2010 in general and administrative expenses is $290,000 (2009 - $267,402) in fees paid and accrued to directors and officers of the Company. Rent expense of $60,000 (2009 - $48,000) was paid to a corporation formerly controlled by an officer who is also a director of the Company. Salary of $141,000 (2009 - $129,402) was paid to the Company CEO V.Kapadia. Directors fees of $36,000 (2009 - $48,000) were accrued to S.Saulnier, I. Alhamer, Robin Reidel and C.Wyburn. Advisory board fees of $31,000 (2009 - $30,000) were accrued to P.Jeanniot, C.Simpson, JL Larmor, K.Ledeboer and S.Gough-Cooper. Chairperson fees of $12,000 (2009 - $12,000) were accrued to C. Wyburn.

Included in research and development is $90,000 (2009 - $55,398) in fees paid and accrued to D. Sparks the Chief Technical Officer and a director of the Company. Professional fees of $24,000 (2009 – $31,000) were paid to R.Koroll, the Chief Financial Officer of the Company. Also included in accounts payable of the Company is approximately $Nil (2009 - $8,854) owing to V. Kapadia a director and officer of the Company.

The amounts owing to the related parties are unsecured, non-interest bearing with no fixed terms of repayment.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, accounts receivable and accounts payable and accrued liabilities.

Management does not believe these financial instruments expose the Company to any significant interest, currency or credit risks arising from these financial instruments. The fair market values of cash and cash equivalents, loan receivable, accounts payables and accrued liabilities approximate their carrying values.

Risk Factors and Risk Management

Although management is working diligently towards generating revenue, improving cost containment and achieving profitable operations, the Company is subject to the risks generally associated with high-technology development stage companies. These risks include fluctuations in operating expenses, lengthy sales cycles, the pace of technological change, competition, regulatory approvals and permitting, and the ability to secure further equity or debt financing and/or funding.

The Company's revenues depend mainly upon two factors: hardware sales and ongoing monthly monitoring charges and airtime. Revenues from hardware are normally a one-time event and are dependant upon sales. Therefore, these revenues will vary from period to period. Revenue from a customer from ongoing monthly monitoring is relatively stable, but can vary depending upon usage and, in rare cases, upon the financial health of the customer. The Company is working diligently to increase the level of sales across its product suite, carefully monitors the payment records of its customers, and sets its pricing models to reflect risk and return realities.

Operating expenses are generally stable but will vary depending on sales activity and required research and development activities. Both expense items are pre-revenue in nature. Also, as the Company is determined to protect its Intellectual Property, cases of potential infringement of patent are not predictable and the legal costs involved can be substantial. While all eventualities cannot be predicted, the Company maintains a sufficient level of unallocated funds to handle most contingencies.

The Company's clients for the flagship STAR-ISMS™ system are mainly commercial airlines. As is the case with high technology sales to any large commercial operation operating on slim margins in a competitive environment, the sales cycle is generally a lengthy one, involving multiple varied sales presentations to several different departments and stakeholders, be they Engineering, Finance, Operations or the Executive.

A large percentage of the Company's sales initiatives to date have involved non-North American customers, with the attendant travel and time requirements. Amongst other initiatives, the Company is increasing its North American sales presence, refining its sales process, and making greater use of video conferencing.

The Company is in the latter stages of the development and testing and commercialization of its SSU G2. In order to maintain and enhance its current competitive advantage, the research and development department of the Company is continually working to upgrade the existing functionality, size, weight and price point of the STAR-ISMS™ system.

Although the Company's exclusive world wide license to the patented technology underlying the STAR-ISMS™ system provides a large measure of security, advances in technology are possible.

As has been demonstrated by duration of the Company's discussions with the Government of India with respect to the ability of Indian customers to utilize the STAR-ISMS™ system in Indian airspace, regulatory matters can delay the sales process to varying degrees. The Company relies upon entities such as Transport Canada to issue approvals such as Supplementary Type Certificates, required whenever the Company is installing equipment aboard an aircraft. While Transport Canada works hard to provide excellent service, this is not always the case around the world.

Until revenues exceed expenses, the Company raises the necessary capital through private placements. There can be no assurance that management will be successful in raising the necessary capital required to fund pre-revenue activities.

Due to the Company's original intentional focus on directing early sales and marketing efforts on the Middle East and developing countries, the Company is potentially subject to risks involving political unrest, cultural differences, differing legal systems and business practices, and the significant added expense of travel and accommodation for Company personnel required to be onsite for sales, testing and installation duties.

The Company intends to mitigate these risks as much as possible through the judicious use of secure financial instruments, experienced local sales agents and coordinated travel arrangements. Increasing recent focus by the Company on North American and European opportunities also serves to mitigate some of these risks.

INTERNAL CONTROLS OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

In accordance with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") file a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification includes a "Note to Reader" stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

As part of our corporate governance practices, internal controls over financial reporting ("ICFR") and disclosure controls and procedures ("DC&P") have been designed. There has been no formal evaluation of the operation of these controls. The Company has designed its ICFR to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

Management works to mitigate the risk of a material misstatement in financial reporting; however, a control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

The Company's DC&P have been designed to ensure that information required to be disclosed by Star is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosure.

It should be noted that while the Company's CEO and CFO believe that the Company's DC&P provide a reasonable level of assurance that they are effective, they do not expect that the DC&P or ICFR will prevent all errors or fraud. There have been no material changes to the internal controls of the Company in the six-month period ended December 31, 2010.