

**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

June 22, 2011

ITEM 3. NEWS RELEASE

Press releases in the forms attached as Schedule "A" and Schedule "B" were disseminated on June 15 and June 17, 2011 via Marketwire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it had closed a private placement of 5,064,000 units comprised of one common share and one-half of one share purchase warrant for gross proceeds of \$1,266,000.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

For a full description of the material change, please refer to the press releases attached hereto.

ITEM 6. Reliance on subsection 7.1(2) or (3) 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 30th day of June, 2011.

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

Schedule "A"



FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: SNA

Star Navigation Announces Completion of Private Placement

TORONTO, Ontario, June 15, 2011, –Star Navigation Systems Group Ltd. (TSX-V: SNA) ("Star" or the "Company") is pleased to announce that, subject to TSX-V acceptance, Star has completed a non-brokered private placement of 5,024,000 units (the "Units") of the Company at an issue price of \$0.25 per Unit for gross proceeds totaling \$1,256,000. The price was reserved with the TSX-V. Each Unit consists of one common share and one-half of 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 \$0.50 per Warrant Share for a term of 24 months from the closing date. Finder's fees in the amount of \$125,600 will be paid in shares and warrants in connection with this private placement.

All securities issued in the Offering and any Shares issued upon exercise of Warrants are subject to a four month statutory hold period from the date of issuance. The net proceeds of the placement will be used for research and development, marketing and general working capital purposes.

Schedule “B”

Star Navigation Announces Adjustment of Private Placement Proceeds

TORONTO, Ontario, June 17, 2011, –Star Navigation Systems Group Ltd. (TSX-V: SNA) (“Star” or the “Company”) wishes to advise that the gross proceeds of the recent private placement totaled \$1,266,000 and not \$1,256,000 as announced June 15, 2011. Finder's fees in connection with this private placement in the amount of 506,400 common shares and 253,200 warrants will be paid in connection with this placement. Each Warrant entitles the holder to purchase one common share of the Company (a “Warrant Share”) at a price of \$0.50 per Warrant Share for a term of 24 months from the closing date. All securities issued in the Offering and any Shares issued upon exercise of Warrants are subject to a four month statutory hold period from the date of issuance.