

**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

May 15, 2015

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on May 15, 2015 via Marketwire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced completion of private placement.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

For a full description of the material change, please refer to the press release 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 19th day of May, 2015.

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

Schedule "A"

TORONTO, ONTARIO--(Marketwired - May 15, 2015) - Star Navigation Systems Group Ltd. (TSX VENTURE:SNA)(OTCBB:SNAVF) ("Star" or the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement, having issued 16,140,000 units of the Company (the "Units") at a price per Unit of \$0.05 for gross proceeds of \$807,000. Each Unit consists of one common share in the capital of the Company and one warrant. One-half (1/2) of the number of warrants acquired entitle the holder to purchase one (1) additional common share of the Corporation at six (\$0.06) cents per warrant exercised and the remaining one-half (1/2) of the warrants entitle the holder to purchase one additional common share of the Corporation at twelve (\$0.12) cents per warrant exercised. The warrants are exercisable during the two (2) year period from the date of issue.

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. Due to the fact that the private placement was completed in two tranches, there are two hold period expiry dates and two warrant expiry dates associated with the shares and warrants issued. The first tranche four month hold period on 10,000,000 common shares expires August 30, 2015; the second tranche four month hold on 6,140,000 common shares expires September 20, 2015. Any common shares issued as the result of conversion of warrants will also be subject to the same hold periods. In addition, 10,000,000 warrants will expire on April 29, 2017, while 6,140,000 warrants will expire on May 20, 2017.

The net proceeds of the placement will be used for research and development, marketing and corporate overhead. Star has agreed to pay finder's fees in the amount 1,450,000 Units. The price was reserved with the TSX-V.