

**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**

July 20, 2015

**ITEM 3. NEWS RELEASE**

Press release in the form attached as Schedule "A" was disseminated on July 20, 2015 via Marketwire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced completion of first tranche 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 21st day of July, 2015.

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

## Schedule "A"

**TORONTO, ONTARIO--(Marketwired - July 20, 2015) - Star Navigation Systems Group Ltd. (TSX VENTURE:SNA)(OTCBB:SNAVF) ("Star" or the "Company") is pleased to announce that it has closed the first tranche of a non-brokered private placement, having issued 5,000,000 units of the Company (the "Units") at a price per Unit of \$0.05 for gross proceeds of \$250,000. 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. 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 of eight (8%) percent of gross proceeds in Units. The price was reserved with the TSX-V.**

**The Company may complete a further closing of this non-brokered private placement on or before August 17, 2015, subject to TSXV approval.**