

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Corporation:**

Star Navigation Systems Group Ltd. (the **Company**)  
11 Kenview Blvd.,  
Brampton, Ontario L6T 5G5

**Item 2 Date of Material Change:**

October 29, 2019

**Item 3 News Release:**

A news release was disseminated through GlobeNewswire on October 30, 2019.

**Item 4 Summary of Material Change:**

The Company reports that it did not file its annual financial statements for the financial period ended June 30, 2019, the related annual management's discussion and analysis and the related CEO and CFO certifications (collectively, the "**Annual Filings**") by the filing deadline of October 28, 2019 and therefore is in default of its requirements under National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings*, as applicable.

In anticipation of the default described above, the Company had applied to the Ontario Securities Commission ("**OSC**") for a management cease trade order under National Policy 12-203 – *Management Cease Trade Orders* which was expected to have only prohibited trading in securities of the Company by certain insiders of the Company. The Company's application was denied and, accordingly, the OSC informed the Company that it is noted in default on the OSC's reporting issuer default list for failure to file the Annual Filings and that it may be noted in default on the reporting issuer list, or default list, of each jurisdiction of Canada in which it is a reporting issuer, to the extent that such jurisdiction maintains a list and in accordance with the local policies and procedures of that jurisdiction, for failure to file the Annual Filings. The OSC further informed the Company that a cease trade order ("**CTO**") will be issued. The Company has retained an auditor and is working towards meeting its continuous disclosure obligations and lifting the CTO.

**Item 5 Full Description of Material Change:**

The details of the material change are set forth in the press releases attached hereto, which press releases, including the forward-looking statement cautions contained therein, are incorporated herein by reference.

**Item 6 Reliance on Section 7.1(2) of National Instrument 51-102:**

Not applicable.

**Item 7 Omitted Information:**

Not applicable.

**Item 8 Executive Officer:**

Viraf Kapadia  
CEO  
(416) 252-2889

**Item 9 Date of Report:**

October 31, 2019



## Star Navigation Announces Delayed Filing of Financial Statements and Cease Trade Order

TORONTO, Oct. 30, 2019 – Star Navigation Systems Group Ltd. (CSE: SNA) (CSE: SNA.CN) (OTCQB: SNAVF) ("**Star**" or the "**Company**") reports that it did not file its annual financial statements for the financial period ended June 30, 2019, the related annual management's discussion and analysis and the related CEO and CFO certifications (collectively, the "**Annual Filings**") by the filing deadline of October 28, 2019 and therefore is in default of its requirements under National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings*, as applicable.

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The delay in issuing the Annual Filings is the result of a current lack of funds to remunerate the Company's auditors. The Company continues to suffer as a result of inappropriate attacks committed by certain dissident shareholders that are jeopardizing the Company's financing initiatives and continue to divert resources away from the Company's operation.

### **About Star Navigation:**

Star Navigation Systems Group Ltd. owns the exclusive worldwide license to its proprietary, patented In-flight Safety Monitoring System, STAR-ISMS®, the heart of the STAR-A.D.S. ® and of the STAR-ISAMM™ Systems. Its real-time capability of tracking performance trends and predicting incident-occurrence enhances aviation safety and improves fleet management while reducing costs for the operator.

Stars' M.M.I. Division designs and manufactures high performance, mission critical, flight deck flat panel displays for defence and commercial aviation industries worldwide. These displays are found on aircraft and simulators, from C-130 aircraft, to Sikorsky and Agusta Westland helicopters, as examples.

Stars' subsidiary, Star-Isonoe Inc. is a specialised software firm, developing complex solutions in engineering, simulation and development for Canadian customers. Star-Isonoe works closely with Star in the development of the Company's MEDEVAC (STAR-ISAMM™ and STAR- LSAMM™) applications of the patented STAR-A.D.S. ® technology, and on its current R&D program with Bombardier.

*Certain statements contained in this News Release constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "expected" and similar expressions, as they relate to Star or its management are intended to identify forward-looking statements. Such statements reflect Star's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause Star's actual performance or achievements to vary from those described herein. Should one or more of these factors or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Star does not assume any obligation to update these forward- looking statements, except as required by law.*

*Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of the content of this release.*

Please visit [www.star-navigation.com](http://www.star-navigation.com) or contact

Viraf S. Kapadia, CEO (416) 252-2889 Ext 230

[Viraf.kapadia@star-navigation.com](mailto:Viraf.kapadia@star-navigation.com)