

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

ITEM 1. REPORTING ISSUER

Star Navigation Systems Group Ltd.
11 Kenview Blvd.,
Brampton, ON L6T 5G5

ITEM 2. DATE OF MATERIAL CHANGE

October 13, 2020

ITEM 3. NEWS RELEASE

Press release in the form attached as Schedule "A" was disseminated on October 13, 2020 via Globe Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced Completion of private placements.

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:

Randy Koroll
Chief Financial Officer
(416) 252-2889

ITEM 9. DATE OF REPORT

Dated at Toronto, Ontario this 7th day of May, 2021.

By: (signed) "Randy Koroll"
Randy Koroll

Schedule "A"

STAR NAVIGATION ANNOUNCES COMPLETION OF PRIVATE PLACEMENT

Brampton, Ontario, October 1, 2020. Star Navigation Systems Group Ltd. (CSE: SNA) (CSE: SNA.CN) ("Star" or the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement of 41,634,000 units in the capital of the Company ("Units") at a purchase price of \$0.025 per Unit for gross proceeds of \$1,040,850. Each Unit consists of one common share in the capital of the Company and one warrant. Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five (\$0.05) 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 private placement will be used for working capital for further development of the operations, sales and marketing efforts surrounding the Star-ADS system. The Company has agreed to pay finder's fees in the amount of Ten (10%) percent of the gross proceeds in Units. The price was reserved with the CSE. The Company has also successfully converted \$1,156,760 of outstanding debt (the "Debt Conversion") held by certain shareholders into 57,238,000 units (the "Debt Conversion Units"). Each Debt Conversion Unit was issued at two (\$0.02) per Debt Conversion Unit and consists of one (1) common share of the Company and one (1) warrant. Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five (\$0.05) cents per warrant exercised. The warrants are exercisable during the one (1) 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 private placement will be used for working capital purposes. Amir Bhatti, CEO of Star Navigation states that "Our top priority now is to secure sales and the Company will be operating on a very strict budget going forward to allow us to aggressively push the sales and marketing efforts for the Star-ADS system." Anoop Brar, COO of Star Navigation states that "raising over a million dollars during the Covid-19 pandemic and during these uncertain times in the Company's history proves that there is strong investor confidence in the technology, the new management and the future success of Star Navigation."