

STAR NAVIGATION SYSTEMS GROUP LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Star Navigation Systems Group Ltd. (“**SNS**”, the “**Company**” or the “**Corporation**”) will be held in person at 11 Kenview Blvd., Brampton, ON L6T 5G5 at 10:00 a.m. (Toronto time) on May 9, 2024 for the following purposes:

1. to receive the financial statements of the Corporation for the financial years ended June 30, 2023 and the auditor’s reports thereon;
2. to set the number of directors of the Corporation at five (5);
3. to authorize the Board of Directors from time to time to fix by resolution the number of directors on the board of directors.
4. to elect the following as directors of the Corporation to hold office for the ensuing year: Gurdip Panaich, Randy Koroll, Pawandeep Athwal, Alessandro Cunsolo and Amanpreet Kaur-Purewal;
5. to appoint Richter, LLP as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditors’ remuneration;
6. to consider, and if deemed advisable, to pass with or without variation, a special resolution, the form of which is set forth in the management information circular of the Corporation dated April 2, 2024 (the “Circular”) for the purposes of (i) authorizing and empowering the board of directors of the Corporation (the “Board”) to amend the articles of the Corporation to effect a consolidation (the “Consolidation”) of all of the issued and outstanding common shares of the Corporation (the “Common Shares”) such that the trading price of the post-Consolidation Common Shares will be between \$0.20 and \$0.40 per post-Consolidation Common Share (the “Post-Consolidation Share Price Range”), and (ii) authorizing and empowering the Board to determine the final Consolidation ratio (the “Consolidation Ratio”), provided that such Consolidation Ratio results in the trading price of the post-Consolidation Common Shares falling within the Post-Consolidation Share Price Range;
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying proxy circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of Proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on March 25, 2024, will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed Proxy and return the same in the manner, within the time and to the location set out in the Proxy accompanying this notice.

NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the Meeting. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer.

Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting.

However, instead of a paper copy of the Management Information Circular, the annual financial statements and other meeting materials (collectively the “Meeting Materials”), shareholders receive a notification (the “Notice-and-Access Notification”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting.

The specific details of the matters proposed to be brought before the Meeting, including the text of the resolutions in respect thereof, are set forth in the Meeting Materials. A supplemental mailing list return request and proxy form with a return envelope also accompany this notice.

Websites Where Meeting Materials Are Posted

Meeting Materials can be viewed online under the Corporation’s profile at www.sedar.com or on the Corporation’s website at www.star-navigation.com.

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation’s website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please contact the Corporation at 416 252-2889 Ext. 228 or via email at randy.koroll@star-navigation.com.

Requests should be received by 10:00 a.m. on April 25, 2024, in order to receive the Meeting Materials in advance of the Meeting.

DATED: April 2, 2024

BY ORDER OF THE BOARD OF DIRECTORS

“Gurdip Panaich”

Chairman of the Board