

**Form 51-102F3**  
**Material Change Report**

**Item 1. Reporting Issuer**

SPARROW VENTURES CORP.  
507 – 700 West Pender Street  
Vancouver, BC V6C 1G8  
Telephone: (604) 669-9788

**Item 2. Date of Material Change**

May 1, 2013

**Item 3. Press Release**

Issued on May 1, 2013 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Baystreet.

**Item 4. Summary of Material Change**

**Vancouver, B.C., May 1, 2013 – Sparrow Resources (TSX-V: SPW)** (“the Company” or “Sparrow”) announces the approval and adoption by its Board of Directors of an advance notice policy effective immediately (the "Policy"). The Policy includes a requirement for advance notice to the Company for nominations of persons for election to the Board of Directors, other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "Act"); or (ii) a shareholder proposal made pursuant to the provisions of the Act.

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

See press release below.

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7. Omitted Information**

None

**Item 8. Senior Officers**

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

MARC MORIN  
President & CEO  
(604) 669-9788 EXT 201

**Item 9. Date of Report**

May 1, 2013

# SPARROW VENTURES CORP.

Suite 507 - 700 West Pender Street  
Vancouver, British Columbia V6C  
1G8

## Sparrow Adopts Advance Notice Policy for Future Shareholder Meetings

May 1, 2013

**TSX-V: SPW**

Vancouver, B.C., May 1, 2013 – Sparrow Resources (TSX-V:SPW) (“the Company” or “Sparrow”) announces the approval and adoption by its Board of Directors of an advance notice policy effective immediately (the "Policy"). The Policy includes a requirement for advance notice to the Company for nominations of persons for election to the Board of Directors, other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "Act"); or (ii) a shareholder proposal made pursuant to the provisions of the Act.

The Policy fixes a deadline for director nominations by shareholders prior to any annual or special meeting, sets forth the information that must be included in the notice to the Company and establishes the form in which the shareholder must submit the notice. Unless nominated in accordance with the Policy, no person will be eligible for election as a director of the Company at the meeting.

In the case of an annual general meeting, notice to the Company must be made not less than 30 days and not more than 65 days prior to the date of the meeting. If the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting called for the purpose of electing directors (whether or not called for other purposes), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The full text of the Policy is available on Sedar at [www.sedar.com](http://www.sedar.com).

On behalf of the Board of Directors,

**SPARROW VENTURES CORP.**

*“Marc Morin”*

Marc Morin  
CEO

For more information contact the Company at:

Telephone: (604) 669-5778  
Facsimile: (604) 669-9768

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this release.*