

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

February 6, 2014

Item 3. Press Release

Issued on February 6, 2014 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Baystreet.

Item 4. Summary of Material Change

Vancouver, B.C., February 6, 2014 – Sparrow Ventures Corp. (the “Company”) announces that it has amended the terms of previously granted stock options to purchase an aggregate of 1,224,000 common shares at exercise prices ranging from \$0.10 to \$0.12 per share, having expiry dates between 2018 and 2021. The exercise price has been reduced to \$0.05 per share. Insiders hold 1,064,000 of the options and disinterested shareholder approval for the re-pricing of these options will be sought at the Company’s next annual general and special meeting.

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

February 6, 2014

SPARROW VENTURES CORP.

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

SPARROW ANNOUNCES REPRICING OF STOCK OPTIONS

February 6, 2014

TSX-V: SPW

Vancouver, B.C., February 6, 2014 – Sparrow Ventures Corp. (the “Company”) announces that it has amended the terms of previously granted stock options to purchase an aggregate of 1,224,000 common shares at exercise prices ranging from \$0.10 to \$0.12 per share, having expiry dates between 2018 and 2021. The exercise price has been reduced to \$0.05 per share. Insiders hold 1,064,000 of the options and disinterested shareholder approval for the re-pricing of these options will be sought at the Company’s next annual general and special meeting.

The amendment to these options is subject to acceptance for filing by the TSX Venture Exchange.

On behalf of the Board of Directors

SPARROW VENTURES CORP.

“Marc Morin ”

Marc Morin
President & CEO

For more information contact the Company at:

Telephone: (604) 669-5778

Facsimile: (604) 669-9768

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. We seek safe harbor.