

SPARROW VENTURES CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “Meeting”) of Shareholders of **SPARROW VENTURES CORP.** (the “Company”) will be held at the offices of Sparrow Ventures Corp., Suite 507 – 700 West Pender Street, Vancouver, British Columbia, Canada V6C 1G8, on **Monday, January 26, 2015**, at the hour of ten o’clock in the forenoon (local time), for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended January 31, 2014 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors thereon;
2. To appoint the auditors for the Company for the ensuing year and to authorize the board of directors to fix the auditors’ remuneration;
3. To fix the number of directors for the ensuing year at three;
4. To elect directors for the ensuing year;
5. To consider and, if thought fit, to pass an ordinary resolution providing the required annual re-approval of the Company’s Incentive Stock Option Plan, as more particularly described in the accompanying Information Circular;
6. To authorize and approve by a majority of disinterested shareholders the re-pricing of 304,000 stock options previously granted to insiders of the Company as more particularly described in the Information Circular accompanying this Notice; and
7. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is an Information Circular dated December 18, 2014, and a form of Proxy, which includes an Annual/Interim Financial Statement and MD&A Request Section. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Division, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment of it or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment of it.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your intermediary.

DATED at Vancouver, British Columbia, this 18th day of December, 2014.

BY ORDER OF
THE BOARD OF DIRECTORS

(signed) *Marc Morin*

Marc Morin, President and
Chief Executive Officer