

## SPARROW VENTURES CORP.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of Shareholders of SPARROW VENTURES CORP. (the “**Company**”) will be held at the offices of Sparrow Ventures Corp., Suite 610, 700 West Pender Street, Vancouver, British Columbia, Canada V6C 1G8, on **Wednesday, December 7, 2016**, at 10:00 a.m. (Pacific Time), for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended January 31, 2016, together with the report of the auditors thereon;
2. To fix the number of directors of the Company to be elected at three (3);
3. To elect directors for the ensuing year;
4. To appoint Jackson & Company, Chartered Accountants, as the auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To consider and, if deemed advisable, to pass a special resolution to approve and ratify the adoption of new articles for the Company, in accordance with the *Business Corporations Act* (British Columbia), as more particularly described in the accompanying Management Information Circular;
6. To consider and, if deemed advisable, to pass an ordinary resolution, to approve a private placement of secured convertible debentures of up to \$250,000 (the “**Private Placement**”), the closing of the first tranche of the Private Placement, and the issuance of units of the Company upon conversion thereof, as more particularly described in the accompanying Management Information Circular;
7. To consider and, if deemed advisable, to pass a special resolution to approve and authorize a consolidation of the issued and outstanding common shares of the Company on the basis of one post-consolidation common share for up to 10 pre-consolidation common shares with such ratio, timing and implementation as the Board of Directors may determine in its sole discretion, as more particularly described in the accompanying Management Information Circular;
8. To consider and, if deemed advisable, to pass an ordinary resolution to approve and ratify the adoption of a new stock option plan of the Company, as more particularly described in the accompanying Management Information Circular;
9. To consider and, if thought advisable, to pass an ordinary resolution to approve and ratify all previous acts and deeds by the directors since the beginning of the last meeting of shareholders of the Company; and
10. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is a Management Information Circular (the “**Information Circular**”) dated October 31, 2016, a form of Proxy or a Voting Instruction Form, and a Financial Statements Request Form. 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 Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, 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 31<sup>st</sup> day of October, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

*/s/ Marc Morin*

Marc Morin  
President, Chief Executive Officer, and Director