SPARROW VENTURES CORP.

Condensed Interim Financial Statements

Nine Months Ended October 31, 2016 and 2015

(Expressed in Canadian Dollars)

(Unaudited)

SPARROW VENTURES CORP.

(the "Company")

CONDENSED INTERIM FINANCIAL STATEMENTS

Nine months ended October 31, 2016 and 2015

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The management of Sparrow Ventures Corp. is responsible for the preparation of the accompanying unaudited condensed interim financial statements. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed interim financial statements and are in accordance with IAS 34 - Interim Financial Reporting.

The Company's auditor has not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

December 30, 2016

SPARROW VENTURES CORP.

Condensed Interim Statements of Financial Position
(Unaudited – prepared by management)
As at October 31, 2016 and January 31, 2016
(Expressed in Canadian Dollars)

	Note	October 31, 2016 $	January 31, 2016 $
ASSETS			
CURRENT			
Cash		5,272	176
GST recoverable		5,173	1,660
Convertible debenture proceeds receivable	4	2,509	-
Retainer for transfer agent fees		500	-
		13,454	1,836
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities		88,627	33,147
Loans payable	3	26,836	24,557
		115,463	57,704
Convertible debentures	4	25,898	-
		141,361	57,704
SHAREHOLDERS' DEFICIENCY			
Share capital	5	1,010,618	1,010,618
Equity reserves	6	102,169	98,714
Deficit		(1,240,694)	(1,165,200)
		(127,907)	(55,868)
		13,454	1,836

Nature of operations and going concern (Note 1)
Subsequent events (Note 11)

The accompanying notes are an integral part of these condensed interim financial statements.

Approved on behalf of the board:

"Marc Morin"
Marc Morin, Director

"Michael Young"
Michael Young, Director

SPARROW VENTURES CORP.

Condensed Interim Statements of Changes in Shareholders' Deficiency
(Unaudited – prepared by management)
For the periods ended October 31, 2016 and 2015
(Expressed in Canadian Dollars)

	Note	Number of Common Shares #	Share Capital $	Equity Reserves $	Deficit $	Total $
Balance, January 31, 2015		13,658,300	1,010,618	98,714	(1,143,127)	(33,795)
Comprehensive loss for the period		-	-	-	(17,084)	(17,084)
Balance, October 31, 2015		13,658,300	1,010,618	98,714	(1,160,211)	(50,879)
Comprehensive loss for the period		-	-	-	(4,989)	(4,989)
Balance, January 31, 2016		13,658,300	1,010,618	98,714	(1,165,200)	(55,868)
Equity portion of convertible debentures	4	-	-	3,455	-	3,455
Comprehensive loss for the period		-	-	-	(75,494)	(75,494)
Balance, October 31, 2016		13,658,300	1,010,618	102,169	(1,240,694)	(127,907)

The accompanying notes are an integral part of these condensed interim financial statements.

SPARROW VENTURES CORP.

Condensed Interim Statements of Comprehensive Loss
(Unaudited – prepared by management)
For the Nine Months Ended October 31, 2016 and 2015
(Expressed in Canadian Dollars)

	Note	Three months ended October 31, 2016	2015	Nine months ended October 31, 2016	2015
		$	$	$	$
EXPENSES					
Accounting, audit and legal		13,280	-	17,108	5,000
Consulting fees		30,000	-	50,000	-
Office, rent and administration		205	18	241	100
Regulatory fees		350	1,750	2,916	8,110
Transfer agent and shareholder information		2,349	-	2,349	1,851
LOSS BEFORE OTHER ITEMS		(46,184)	(1,768)	(72,614)	(15,061)
OTHER ITEMS					
Finance and other costs	8	(1,389)	(700)	(2,880)	(2,023)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		(47,573)	(2,468)	(75,494)	(17,084)
BASIC AND DILUTED LOSS PER SHARE		(0.003)	(0.000)	(0.006)	(0.001)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUSTANDING – BASIC AND DILUTED		13,658,300	13,658,300	13,658,300	13,658,300

The accompanying notes are an integral part of these condensed interim financial statements.

SPARROW VENTURES CORP.

Condensed Interim Statements of Cash Flows
(Unaudited – prepared by management)
For the Nine Months Ended October 31, 2016 and 2015
(Expressed in Canadian Dollars)

	Nine Months Ended October 31,	
	2016	2015
	$	$
CASH WAS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Net loss for the period	(75,494)	(17,084)
Non-cash items		
Accrued interest	2,696	2,023
Amortization of discount on debt	183	-
Changes in non-cash working capital accounts		
GST recoverable	(3,513)	(1,164)
Deposit	(500)	-
Accounts payable and accrued liabilities	55,480	16,135
CASH USED BY OPERATING ACTIVITIES	(21,148)	(90)
FINANCING ACTIVITES		
Proceeds from convertible debentures	26,244	-
CASH PROVIDED BY FINANCING ACTIVITES	26,244	-
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	5,096	(90)
Cash, beginning of period	176	285
CASH, END OF PERIOD	5,272	195

The accompanying notes are an integral part of these condensed interim financial statements.

NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

Sparrow Ventures Corp. (the "Company") was incorporated on July 4, 2006, under the laws of the *Business Corporations Act* (British Columbia). Effective June 17, 2014, the Company's listing was transferred to the NEX board of the TSX Venture Exchange (the "Exchange") due to the Company failure to maintain the requirements for a TSX Venture Tier 2 company. Effective June 29, 2015, trading in the shares of the Company was suspended due to the Company's failure to maintain the services of a transfer agent in accordance with the policies of the Exchange (see Note 9). In addition, effective October 6, 2015, and October 26, 2015, the British Columba Securities Commission and the Ontario Securities Commission, respectively, issued cease trade orders that all trading in the securities of the Company cease until it files all necessary continuous disclosure records. Members are prohibited from trading in the securities of the Company during the period of the suspension and until the full revocation of all cease trade orders. On August 15, 2016, the British Columbia Securities Commission issued a partial revocation order in respect of the cease trade order dated October 6, 2015.

The head office, principal address, and records office of the Company are located at Suite 610, 700 West Pender Street, Vancouver, British Columbia, Canada, V6C 1G8. The Company's registered office address is located at Suite 700, 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

The Company is engaged in the acquisition, exploration, and development of resource properties. The Company currently does not hold any mineral property interests and is actively evaluating mineral properties to acquire or option.

These financial statements have been prepared in accordance with International Financial Reporting Standards on the basis that the Company is a going concern and will be able to meet its obligations and continue its operations for its next fiscal year. Several conditions as set out below cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon the identification and acquisition of resource properties, financial support from its creditors, shareholders, and related parties, its ability to obtain financing to fund working capital requirements and upon the attainment of future profitable operations.

The Company has not yet achieved profitable operations, has incurred significant operating losses and negative cash flows from operations, and has been reliant on external financing of equity. As at October 31, 2016, the Company has accumulated losses of $1,240,694 since inception. There is no assurance that the Company will be successful in generating and maintaining profitable operations, or able to secure future debt or equity financing for its working capital and development activities.

These financial statements do not reflect any adjustments to the amounts and classifications of assets and liabilities, which would be necessary should the Company be unable to continue as a going concern.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standards 34, "*Interim Financial Reporting*" ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and methods of computation applied by the Company in these condensed interim financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended January 31, 2016.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of Presentation (Continued)

The condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended January 31, 2016.

These condensed interim financial statements were approved and authorized for issue by the Board of Directors of the Company on December 30, 2016.

(b) Significant Accounting Judgments, Estimates and Assumptions

In the preparation of financial statements in conformity with IFRS, management is required to make judgments, estimates, and assumptions that affect the amounts reported and disclosed in the interim financial statements and related notes. There has been no significant change to the Company's estimation and judgment from those disclosed in note 2 to the audited financial statements for the year ended January 31, 2016.

NOTE 3 – LOANS PAYABLE

The Company entered into loan agreements dated May 28, 2014 (the "Loans"), with one current director and one former director of the Company ("the Lenders") in the total principal amount of $20,326. The Loans are unsecured, bear interest at 12% per annum, and mature on November 28, 2015 (the original maturity date of May 28, 2015, was extended subsequently to November 28, 2016). In consideration for the Loans, the Company issued an aggregate of 67,800 common shares to the Lenders at a fair value of $3,390 which was recorded as finance cost.

During the nine months ended October 31, 2016, the Company accrued $2,279 (2015 - $1,323) in interest expense on the Loans which remained outstanding as at October 31, 2016.

NOTE 4 – CONVERTIBLE DEBENTURES

On September 14, 2016, the Company issued the first tranche of secured convertible debentures (the "Debentures") with a face value of $28,754 of a total of up to $250,000. The Debentures mature 24 months from the date of issue, accrue interest at a rate of 11% per year and are convertible into units of the Company (each, a "Unit") at a per Unit conversion price equal to the 10-day post-consolidated average closing price of the common shares of the Company on the NEX following the resumption of trading subject to a $0.05 minimum (the "Conversion Price"). Each Unit is comprised of one common share and one common share purchase warrant (each, a "Warrant") of the Company. Each Warrant entitles the holder to acquire one additional common share of the Company at an exercise price equal to the Conversion Price. The Company's obligations under the Debentures are secured by a general security agreement.

The Debentures mature on September 14, 2018, and interest on the Debentures is payable on the maturity date.

The Debentures were initially recognized at their face value of $28,754 less the value of the equity component of $3,455 for a net amount of $25,299. Current value includes an amortized discount of $183. At October 31, 2016, $2,509 of the Debentures was not yet paid.

(Expressed in Canadian Dollars)

NOTE 5 – SHARE CAPITAL

(a) Authorized

The Company is authorized to issue an unlimited number of voting common shares without par value.

(b) Issued and Outstanding Share Capital

As at October 31, 2016, the Company had 13,658,300 issued and fully paid common shares (January 31, 2016 – 13,658,300) outstanding as presented in the statements of changes in shareholders' deficiency.

(c) Stock Options

The Company adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, at its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees, and consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Stock options and charitable options will be exercisable for a period of up to 10 years from the date of grant.

In connection with the foregoing, the number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days, or, in the case of an optionee providing investor relations activities, the 30th day following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum year of six months after such death, subject to the expiry date of such option.

A summary of the status of the options outstanding is as follows:

	Number of Options	Weighted Average Exercise Price
		$
Balance, January 31, 2015	1,214,000	0.05
Cancelled	(824,000)	0.05
Balance, October 31, 2016 and January 31, 2016	390,000	0.05

The following table summarizes the stock options outstanding as at October 31, 2016:

Exercise Price $	Number of Options Outstanding	Expiry Date	Number of Options Exercisable
0.05	60,000	May 27, 2021	60,000
0.05	330,000	June 17, 2024	330,000
	390,000		390,000

(Expressed in Canadian Dollars)

NOTE 5 – SHARE CAPITAL (Continued)

(d) Charitable options

As at October 31, 2016, the Company has 105,000 outstanding charitable stock options exercisable at $0.10 which expire on May 26, 2018.

NOTE 6 – EQUITY RESERVES

	October 31, 2016	January 31, 2016
	$	$
Conversion rights on debentures	3,455	-
Share-based compensation	98,714	98,714
	102,169	98,714

NOTE 7 – RELATED PARTY TRANSACTIONS

Details of transactions between the Company and related parties, in addition to those transactions disclosed elsewhere in these financial statements, are described as follows.

(a) Related Party Balances

The following related party amounts were reflected in the statements of financial position as at October 31, 2016, and January 31, 2016.

	October 31, 2016	January 31, 2016
	$	$
Accounts Payable and Accrued Liabilities	1,116	1,116
Loans Payable (Note 3)	13,418	12,279
	14,534	13,395

NOTE 8 – FINANCE AND OTHER COSTS

	Nine months ended October 31, 2016	2015
	$	$
Interest expense (Note 3 and 4)	2,697	2,023
Amortization of discount on convertible debentures	183	-
Interest expense (Note 3)	2,880	2,023

NOTE 9 – FINANCIAL RISK MANAGEMENT

(a) Fair Value of Financial Instruments

The Company's financial instruments consist of cash, convertible debenture proceeds receivable, accounts payable and accrued liabilities, loans payable and convertible debentures. The carrying values of cash, convertible debenture proceeds receivable, accounts payable and accrued liabilities and loans payable approximate their fair values because of their short-term nature and/or the existence of market related interest rates on the instruments. These estimates are subjective and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of hierarchy are:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The Company's convertible debentures with a fair value of $25,898 at October 31, 2016 (January 31, 2016 - $Nil) are classified as Level 2.

(b) Financial Instruments Risk

The Company is exposed in varying degrees to a variety of financial instrument related to risks. The Board approves and monitors the risk management processes:

(i) Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions. The credit risk for cash is considered negligible since the counterparties are reputable banks with high quality external credit ratings.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. There can be no assurance that the Company will be successful in generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and development activities (Note 1).

(iii) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest on the Company's loans payable and convertible debentures is based on a fixed rate, and as such, the Company is not exposed to significant interest rate risk.

NOTE 10 – CAPITAL MANAGEMENT

The Company manages its share capital as capital, which as at October 31, 2016, was $1,010,618 (January 31, 2016 - $1,010,618). The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can continue to provide returns for shareholders and benefits for other stakeholders. The management of the capital structure is based on the funds available to the Company in order to pursue the development and expansion of its business and to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities, or return capital to its shareholders.

To effectively manage the entity's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its objectives. The Company may issue new shares or seek debt financing to ensure that there is sufficient working capital to meet its short-term business requirements. The Company is not subject to externally imposed capital requirements.

There were no changes in the Company's management of capital during the nine months ended October 31, 2016.

NOTE 11 – SUBSEQUENT EVENTS

Interest-Free Loans

In December 2016, the Company received $32,505 in loans from unrelated parties. The loans bear no interest.