

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Sparrow Ventures Corp. (the “**Company**”)
Suite 610, 700 West Pender Street
Vancouver, BC
Canada V6C 1G8

Item 2 Date of Material Change

February 6, 2017

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch and Baystreet on February 8, 2017.

Item 4 Summary of Material Change

The Company announced the revocation of the cease trade orders previously issued by the British Columbia Securities Commission, as principal regulator, and the Ontario Securities Commission, on October 6, 2015, and October 26, 2015, respectively.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the press release attached as Schedule “A” for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Marc Morin
President, Chief Executive Officer and Director

Telephone: (604) 669-9788

Item 9 **Date of Report**

February 8, 2017

SCHEDULE "A"

SPARROW VENTURES CORP.

Suite 610, 700 West Pender Street
Vancouver, B.C. V6C 1G8

SPARROW ANNOUNCES REVOCATION OF CEASE TRADE ORDERS

February 8, 2017

NEX: SPW.H

Vancouver, B.C., February 8, 2017 – Further to its news release of January 17, 2017, Sparrow Ventures Corp. ("Sparrow" or the "Company") is pleased to announce the revocation of the cease trade orders previously issued by the British Columbia Securities Commission, as principal regulator, and the Ontario Securities Commission, on October 6, 2015, and October 26, 2015, respectively (the "Cease Trade Orders").

The Cease Trade Orders were issued as a result of the Company's failure to file certain required periodic disclosure documents. In order to bring its disclosure record up-to-date, all requisite continuous disclosure documents were filed by the Company in December 2016.

The Company is in the process of applying for reinstatement of the trading of its common shares on the NEX Board of the TSX Venture Exchange (the "Exchange"). It also intends, subject to Exchange approval, to effect a consolidation of its common shares on the basis of one post-consolidation common share for 10 pre-consolidation common shares as approved by the shareholders of Sparrow at the Company's Annual General and Special Meeting of Shareholders held on December 7, 2016 (the "Consolidation").

The Company will provide an update on the effective date of the Consolidation and reinstatement upon receipt of final Exchange approval of same.

On behalf of the Board of Directors,

SPARROW VENTURES CORP.

"Marc Morin"
President, CEO, and Director

For more information, please contact the Company at:

Telephone: (604) 669-9788

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation and is referred to herein, collectively, as "forward-looking information". Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans",

"expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Sparrow's actual performance, developments and/or results may differ materially from any or all of the forward-looking statements. Further information which may cause results to differ materially from those projected in the forward-looking statements is contained in Sparrow's filings with Canadian securities regulatory authorities. All material assumptions used in making forward-looking information are based on management's knowledge of current business conditions and expectations of future business conditions and trends. Although Sparrow believes the assumptions used to make such statements are reasonable at this time and has attempted to identify in its continuous disclosure documents important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information, for example, there is no assurance that trading of the Company's common shares on the NEX Board of the TSX Venture Exchange will be reinstated. Accordingly, readers should not place undue reliance on forward-looking information. Sparrow does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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