

**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

June 23, 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 June 23, 2017.

Item 4 Summary of Material Change

The Company announced the closing of the fourth and final tranche in the amount of \$177,241 of its non-brokered private placement of secured convertible debentures (the “**Debentures**”) (the “**Private Placement**”). The first, second and third tranches raised an aggregate \$72,759 and the fourth and final tranche raised an aggregate \$177,241. Therefore, total funds raised pursuant to the Private Placement equalled \$250,000. Proceeds from the fourth and final tranche are for general corporate and working capital purposes.

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.

In addition, the Company announced the appointment of Liam Corcoran to its board of directors effective June 23, 2017.

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

June 23, 2017

SCHEDULE "A"

SPARROW VENTURES CORP.

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

SPARROW CLOSES FINAL TRANCHE OF SECURED CONVERTIBLE DEBENTURES OFFERING AND APPOINTS DIRECTOR

June 23, 2017

TSXV: SPW.H

Vancouver, B.C., June 23, 2017 – Sparrow Ventures Corp. (NEX: SPW.H) (“Sparrow” or the “Company”) announces the closing of the fourth and final tranche in the amount of \$177,241 of its non-brokered private placement of secured convertible debentures (the “Debentures”) (the “Private Placement”). The first, second and third tranches raised an aggregate \$72,759 and the fourth and final tranche raised an aggregate \$177,241. Therefore, total funds raised pursuant to the Private Placement equalled \$250,000. Proceeds from the fourth and final tranche are for general corporate and working capital purposes.

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 Company relied on applicable exemptions under National Instrument 45-106 - Prospectus Exemptions in order to complete the Private Placement.

A director of the Company participated in the fourth and final tranche by investing \$5,747 in the Company. Accordingly, the fourth and final tranche constituted to that extent a related party transaction as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of securities issued to, nor the consideration paid by such person, exceeded 25% of the Company's market capitalization. Further, neither the Company nor the related party has knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

In addition, the Company is pleased to announce the appointment of Liam Corcoran to its board of directors effective today’s date. Mr. Corcoran is currently an associate at a Vancouver-based law firm. After many years of being active in the Vancouver business community, Mr. Corcoran graduated from Thompson Rivers University Law School in 2014 and has been practicing law since that time. He has extensive legal experience in the field of employment law, as well as civil and commercial litigation. Mr. Corcoran also holds an undergraduate degree from McGill University completed in 2007.

Further to its news release of March 17, 2017, the Company is presently applying for the reinstatement of trading of its common shares on the NEX Board of the TSX Venture Exchange (the “**Exchange**”) and, subject to Exchange approval, a consolidation of its common shares on the basis of one post-consolidation common share for 10 pre-consolidation common shares (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

The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements."

Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to gold price and other commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections

None of the securities issued in connection with the Private Placement will be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

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.