

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

**Item 1            Name and Address of Company**

Westcot Ventures Corp. (the "**Company**")  
Suite 1080, 789 West Pender Street  
Vancouver, BC Canada V6C 2X1

**Item 2            Date of Material Change**

August 8, 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 August 11, 2017.

**Item 4            Summary of Material Change**

The Company announced the appointment of Henry Chow as the Company's Chief Financial Officer, subject to applicable regulatory and exchange approvals, effective August 8, 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) 428-7050

**Item 9            Date of Report**

September 18, 2017

**SCHEDULE "A"**

**SPARROW VENTURES CORP.**

Suite 1080, 789 West Pender Street  
Vancouver, B.C. V6C 1H2

**SPARROW ANNOUNCES APPOINTMENT OF CHIEF FINANCIAL OFFICER**

**August 11, 2017**

**NEX:SPW.H**

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**Vancouver, B.C., August 11, 2017 – Sparrow Ventures Corp. (NEX:SPW.H) ("Sparrow" or the "Company")** is pleased to announce the appointment of Henry Chow as the Company's Chief Financial Officer, subject to applicable regulatory and exchange approvals, effective August 8, 2017.

Henry Chow brings extensive experience in the areas of financial management, public company accounting, financial reporting, compliance, risk management, and planning. He graduated from the University of British Columbia in 2000 with a Bachelor of Commerce degree. He articulated with KPMG LLP in Vancouver, Canada, and obtained his Chartered Professional Accountant (CPA, CA) designation in 2003. Since 2008, he has been a Founding Partner at Saturna Group Chartered Professional Accountants LLP, a public practice accounting firm specializing in audit, financial statement preparation, and consulting for public companies in Canada and the United States. He is also an Executive Director with INCUB8, a Vancouver-based private company that provides professional and strategic management for start-up and emerging companies.

In addition, further to its news release of June 23, 2017, the Company has applied 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) 612-2111