

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of Alberta, British Columbia and Ontario and with the TSX Venture Exchange Inc. but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

INITIAL PUBLIC OFFERING

April 2, 2008

PRELIMINARY PROSPECTUS

SPARROW VENTURES CORP.

(A Capital Pool Company)

\$300,000

3,000,000 Common Shares

Price: \$0.10 per Common Share

The purpose of this offering (the “Offering”) is to provide Sparrow Ventures Corp. (the “Company”) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “Exchange”) and in the case of a Non Arm’s Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Exchange Policy 2.4 Capital Pool Companies (the “CPC Policy”). The Company is a Capital Pool Company (a “CPC”) as defined in the CPC Policy. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction.

	<u>Common Shares</u>	<u>Price to the Public</u>	<u>Agent’s Commission⁽¹⁾</u>	<u>Proceeds to the Company⁽²⁾</u>
Per Common Share	1	\$0.10	\$0.01	\$0.09
Offering ⁽³⁾	3,000,000	\$300,000	\$30,000	\$270,000

- (1) The Agent (as defined below) has agreed to act as agent in connection with the Offering and will receive a commission of 10% of the gross proceeds of the Offering, payable in cash in the amount of \$30,000. In addition, the Agent will receive an administration fee of \$10,000 and will be reimbursed for its expenses and legal fees incurred pursuant to the Offering. The Company will also grant to the Agent the Agent’s Option (as hereinafter defined), which option is qualified for distribution under this prospectus. See “Plan of Distribution”.
- (2) Before deducting costs of the Offering estimated at \$74,300 (exclusive of the Agent’s commission), of which an advance retainer of \$10,000 has already been paid. Costs of the Offering include: administration fee of \$10,000, expenses and legal fees of the Agent estimated at \$10,000 plus taxes and disbursements, legal and auditor’s fees of the Company estimated at \$32,000, Exchange listing fees of approximately \$15,000 and filing fees of approximately \$7,300. See “Use of Proceeds”.
- (3) A total of 3,000,000 Common Shares are offered hereunder, not including the Agent’s Option. See “Plan of Distribution”.

This Offering is being made on a commercially reasonable efforts basis by Canaccord Capital Corporation (the “Agent”) in the provinces of Alberta, British Columbia and Ontario and is subject to a minimum subscription of 3,000,000 Common Shares at a purchase price of \$0.10 (the “Offering Price”) per Common Share for gross proceeds to the Company of \$300,000. See “Plan of Distribution”. The Offering Price was determined by negotiation between the Company and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement to be entered into between the Company and the Agent (the “Agency Agreement”). If the subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Company will grant a non-transferable option to the Agent to purchase up to 300,000 Common Shares of the Company (the “Agent’s Option”) at the Offering Price of \$0.10 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange which option is qualified for distribution under this prospectus. See “Plan of Distribution”.

This prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation at the closing of the Offering (the “Stock Options”). The Stock Options entitle the holders thereof to purchase an aggregate of 1,090,000 Common Shares under the Offering at the Offering Price of \$0.10 per Common Share and such Stock Options may be exercised for a period of five years from the date of such grant.

Additionally, this prospectus qualifies for distribution an aggregate of 105,000 options (the “Charitable Options”) to be granted to Big Brothers of Greater Vancouver, the Stephen Lewis Foundation and the Vancouver Talmud Torah School.

There is currently no market through which the securities offered hereby may be sold. The Company has applied to list its Common Shares on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent’s Option, the Stock Options and the Charitable Options, trading in all securities of the Company is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the applicable securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Company’s business and its present stage of development. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See “Risk Factors”.

The Company has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See “Corporate Structure”, “Business of the Company” and “Use of Proceeds”.

The directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See “Directors, Officers and Promoters”.

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

Investors acquiring the Common Shares offered by this prospectus will suffer an immediate dilution of 19% or \$0.019 per Common Share upon completion of the Offering, without the deduction of selling commissions and related expenses incurred by the Company. See “Dilution”.

The Company has only limited funds available to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Company and this may result in further dilution to investors. See “Use of Proceeds”.

The Exchange will generally suspend trading in the Common Shares or delist the Common Shares from trading on the Exchange in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of the listing of the Common Shares on the Exchange. If the Company does not complete a Qualifying Transaction within 24 months of the date of listing it may apply for listing on the NEX board of the Exchange rather than be delisted subject to satisfying certain requirements. See “Business of the Company – Trading Halts,

Suspension and Delisting”. Neither the Exchange, nor any securities regulatory authority, passes upon the merits of any proposed Qualifying Transaction.

In the event that the management or directors of the Company reside out of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any member of management or directors resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares. See “Business of the Company”, “Directors, Officers and Promoters - Management and Key Personnel”, “Use of Proceeds” and “Risk Factors”.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, being 60,000 Common Shares (\$6,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total Common Shares offered under this prospectus, being 120,000 Common Shares (\$12,000).

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery on the closing of the Offering.

Canaccord Capital Corporation

2200 - 609 Granville Street
Vancouver, BC V7Y 1H2
Telephone: (604) 643-7300
Toll Free: (800) 663-1899
Facsimile: (604) 643-7606

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GLOSSARY

Unless the context otherwise specifies or requires, capitalized terms and phrases used in this prospectus and not otherwise defined herein shall have the same meaning ascribed to them in the CPC Policy or in Exchange Policy 1.1, as the case may be.

“Affiliate” means a company that is affiliated with another company as described below.

A company is an “Affiliate” of another company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A company is “controlled” by a Person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

“Aggregate Pro Group” means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with the Company to provide financing sponsorship and other advisory services.

“Agreement in Principle” means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction, and

in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non Arm’s Length Parties to the CPC or the Non Arm’s Length Parties to the Qualifying Transaction.

“Associate” when used to indicate a relationship with a Person or company, means:

- (a) an issuer of which the Person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,
- (b) any partner of the Person or company,

- (c) any trust or estate in which the Person or company has a substantial beneficial interest or in respect of which a Person or company serves as trustee or in a similar capacity,
- (d) in the case of a Person, a relative of that Person, including
 - (i) that Person's spouse or child, or
 - (ii) any relative of the Person or of his spouse who has the same residence as that Person;

but

- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding company.

"Change of Business" means a transaction or series of transactions that will redirect an issuer's resources and will change the nature of its business, for example, through the acquisition of an interest in another business that represents a material amount of the issuer's market value, assets or operations, or which becomes the principal enterprise of the issuer.

"Change of Control" includes situations where after giving effect to the contemplated transaction and as a result of such transaction:

- (a) any one Person holds a sufficient number of the voting shares of the issuer or Resulting Issuer to affect materially the control of the issuer or Resulting Issuer; or
- (b) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold in total a sufficient number of the voting shares of the issuer or Resulting Issuer to affect materially the control of the issuer or Resulting Issuer,

where such Persons or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of the issuer or the Resulting Issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding holding more than 20% of the voting shares of the issuer or Resulting Issuer is deemed to materially affect the control of the issuer or Resulting Issuer.

"Charitable Options" means the 105,000 stock options to be granted to Big Brothers of Greater Vancouver, the Stephen Lewis Foundation and the Vancouver Talmud Torah School, all Eligible Charitable Organizations.

"Closing" means the completion of the Offering.

"Common Shares" means the common shares without par value in the capital of the Company as constituted on the date hereof.

"company" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"Completion of the Qualifying Transaction" means the date the Final Exchange Bulletin is issued by the Exchange.

"Control Person" means any Person or company that holds or is one of a combination of Persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“**CPC**” means a company:

- (a) that has been incorporated or organized in a jurisdiction in Canada;
- (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (c) in regard to which the Final Exchange Bulletin has not yet been issued.

“**Eligible Charitable Organization**” means:

- (d) any Charitable Organization* or Public Foundation* which is a Registered Charity*, but is not a Private Foundation*, or
- (e) a Registered National Arts Service Organization*.

*These terms are defined in the *Income Tax Act* (Canada), as amended from time to time.

“**Exchange**” means the TSX Venture Exchange Inc.

“**Final Exchange Bulletin**” means the Exchange bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

“**Initial Public Offering**” or “**IPO**” means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus.

“**Insider**” if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer;
- (b) a director or senior officer of the company that is an Insider or subsidiary of the issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- (d) the issuer itself if it holds any of its own securities.

“**Majority of the Minority Approval**” means the approval of a Non Arm’s Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

- (a) Non Arm’s Length Parties to the CPC;
- (b) Non Arm’s Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC, and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,

at a properly constituted meeting of the common shareholders of the CPC.

“**Member**” means a Person who has executed the Members’ Agreement (as defined in the Exchange Rules and Trading Policies), as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange Requirements.

“Non Arm’s Length Parties to the Qualifying Transaction” means the Vendor, any Target Company and includes, in relation to Significant Assets or Target Company, the Non Arm’s Length Parties of the Vendor, the Non Arm’s Length Parties of any Target Company and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

“Non Arm’s Length Party” means in relation to a company, a promoter, officer, director, other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.

“Non Arm’s Length Qualifying Transaction” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

“Person” means a company or individual.

“Principal” means:

- (a) a Person or company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder - a Person or company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a 10% holder - a Person or company that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities must be included in both the holder’s securities and the total securities outstanding.

A company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities must be included in both the Principals’ securities of the entity and the total securities of the entity outstanding). Any securities of the issuer that this entity holds will be subject to escrow requirements.

A Principal’s spouse and their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the issuer they hold will be subject to escrow requirements.

“Pro Group” means:

- (a) Subject to subparagraphs (b), (c) and (d) “Pro Group” shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;

- (iv) Affiliates of the Member; and
- (v) Associates of any parties referred to in subparagraphs (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
 - (i) the Person is an affiliate or associate of the Member acting at arm's length of the Member;
 - (ii) the associate or affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

“Qualifying Transaction” means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means.

“Resale Restrictions” means restrictions on the ability to trade securities, including restrictions imposed under applicable securities legislation such as hold periods and notice requirements, the four month Exchange hold period described in Exchange Policy 3.2—Filing Requirements and Continuous Disclosure and any restrictions under applicable escrow or pooling agreements.

“Resulting Issuer” means the issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.

“Reverse Take-Over” or **“RTO”** means a transaction or series of transactions, involving an acquisition by the issuer or of the issuer, and a securities issuance by an issuer that results in:

- (a) new shareholders holding more than 50% of the outstanding voting securities of the issuer; and
- (b) a “Change of Control” of the issuer. The Exchange may deem a transaction to have resulted in a Change of Control by aggregating the shares of a vendor group and/or incoming management group;

but does not include any transaction or series of transactions whereby the newly issued securities are to be issued to shareholders of an issuer listed on the Toronto Stock Exchange or another senior exchange under a formal takeover bid made pursuant to Securities Laws.

A transaction or series of transactions may include an acquisition of a business or assets, an amalgamation, arrangement or other reorganization.

Any securities issued pursuant to a private placement effected concurrently, contingent upon, or otherwise linked to a transaction or series of transactions, may be used in order to determine whether a transaction or series of transactions satisfies (a) and/or (b), above.

“SEDAR” means System for Electronic Document Analysis and Retrieval.

“Seed Shares” means securities issued before an issuer’s IPO, or by a private Target Company before a Reverse Take-over, Change of Business or Qualifying Transaction, regardless of whether the securities are subject to Resale Restrictions or are free trading.

“Seed Share Financing” means the 4,200,000 Common Shares issued at \$0.05 per Common Share prior to the Offering.

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.

“Sponsor” or **“Sponsorship”** has the meaning specified in Exchange Policy 2.2 - Sponsorship and Sponsorship Requirements.

“Stock Options” means stock options granted by the Company to purchase up to a maximum of 1,090,000 common shares to directors and officers.

“Target Company” means a company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.

“Vendors” means one or all of the beneficial owners of the Significant Assets (other than a Target Company).

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

- Company:** The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets or expenses other than a minimum amount of cash and prepaid share capital issuance costs. See “Business of the Company”.
- Offering:** An aggregate of 3,000,000 Common Shares in the capital of the Company are being offered under this prospectus at the Offering Price of \$0.10 per Common Share in the provinces of Alberta, British Columbia and Ontario. In addition, the Company will grant the Agent’s Option to purchase up to a maximum of 300,000 Common Shares (assuming completion of the Offering) at the Offering Price of \$0.10 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Agent’s Option is qualified for distribution under this prospectus. See “Use of Proceeds” and “Plan of Distribution”. The Company also intends to grant 1,090,000 Stock Options to directors and officers of the Company and 105,000 Charitable Options. Such Stock Options and Charitable Options are qualified for distribution under this Prospectus. See “Stock Options”.
- Use of Proceeds:** The net proceeds to the Company from the Offering after the payment of all costs in respect of the Offering, together with existing funds of the Company, are estimated to be \$765,200. These funds will be used to provide the Company with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of: (i) 30% of the gross proceeds realized; or (ii) \$210,000 may be used for purposes other than evaluating businesses or assets. See “Use of Proceeds”, “Business of the Company - Criteria for Qualifying Transaction” and “Risk Factors”.
- Directors and Officers:** The directors and officers of the Company are as follows: Marc Morin, President, Chief Executive Officer and Director, Marc Levy, Director, Sanjay M. Joshi, Director and Nilda Rivera, Chief Financial Officer and Corporate Secretary. See “Directors, Officers and Promoters - Management and Key Personnel”.
- Escrowed Securities:** The 4,200,000 Common Shares issued at \$0.05 per Common Share under the Seed Share Financing will be deposited in escrow pursuant to the terms of an Escrow Agreement (as hereinafter defined) and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company's business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than cash, and has not identified a potential company, asset or business with a view to completing a Qualifying Transaction. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, investors will suffer an immediate dilution on investment of 19% or \$0.019 per Common Share, without deduction of selling commissions and related expenses incurred by the Company. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction. See "Corporate Structure", "Business of the Company", "Directors, Officers and Promoters - Management and Key Personnel", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest".

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may, therefore, be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

CORPORATE STRUCTURE

The Company was incorporated under the name "0762477 B.C. Ltd." by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) dated July 4, 2006. The Company changed its name to "Sparrow Ventures Corp." on December 17, 2007.

The head office of the Company is located at Suite 507 – 700 West Pender Street, Vancouver, British Columbia V6C 1G8. The registered office of the Company is located at Suite 3350, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1L2.

BUSINESS OF THE COMPANY

Preliminary Expenses

For the period from incorporation on July 4, 2006 to January 31, 2007, the Company has incurred or accrued preliminary expenses of \$1,200 in respect of incorporation expenses. As at January 31, 2008, the Company had incurred or accrued expenses of \$1,877 in respect of bank charges, incorporation expenses and office expenses. As at the date hereof, the Company has incurred or accrued preliminary expenses, including auditing fees and legal fees, in the amount of \$15,278, all of which have been incurred or accrued since the date of the financial statements included in this prospectus. These expenses include legal expenses in respect of the prior issuances of common shares and general legal services. In addition, the Company has paid finder's fees in the amount of \$17,500 in connection with the Seed Share Financing.

Certain of the Offering proceeds will be utilized to satisfy the obligations of the Company related to the Offering, including the expenses of its auditor and legal fees, the listing fees of the Exchange and the Agent's commission, administration fee and expenses and fees of the securities regulatory authorities. To date, the Company has paid an advance retainer of \$10,000 to the Agent which will be applied towards payment of the expenses of the Agent and its legal counsel. See "Use of Proceeds."

Proposed Operations Until Completion of a Qualifying Transaction

The Company proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction will also be subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Company currently intends to pursue a Qualifying Transaction in the natural resources or industrial sector but there is no assurance that this will, in fact be the business sector of a proposed Qualifying Transaction or of the Company following Completion of the Qualifying Transaction. See "Business of the Company - Minimum Listing Requirements".

Until Completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Use of Proceeds - Restrictions on Use of Proceeds" and "Use of Proceeds - Private Placements for Cash", the funds raised pursuant to the Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

The Company has not yet entered into an Agreement in Principle.

Method of Financing Participation or Acquisitions

The Company may use either cash, secured or unsecured debt, issuance of treasury shares, public financing of debt or equity, or a combination of these, for the purpose of financing its proposed Qualifying Transaction. **A**

Qualifying Transaction financed by the issue of treasury shares could result in a change in the control of the Company and may cause the shareholders' interest in the Company to be further diluted.

Criteria for Qualifying Transaction

The Company will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by applicable Exchange policies. All potential acquisitions will be screened initially by management of the Company to determine their economic viability. The board of directors of the Company must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Company and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction

Upon the Company reaching an Agreement in Principle, the Company must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Business of the Company - Trading Halts, Suspension and Delisting". Within 75 days after issuance of such news release, the Company shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction or where shareholder approval is otherwise required. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Company, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Exchange Form 3B1/Form 3B2. Upon acceptance by the Exchange, the Company must then either:

- (a) file the filing statement on SEDAR at least seven business days prior to the closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR; or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain Majority of the Minority Approval of the Qualifying Transaction or other requisite approval at a meeting of shareholders of the Company.

Unless waived by the Exchange, the Company will also be required to retain a Sponsor, who must be a Member of the Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the Policies of the Exchange. The Company will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

- (a) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the Company from completing a Reverse Take-Over for a period of one year from the Completion of the Qualifying Transaction.

Minimum Listing Requirements

The Resulting Issuer must satisfy the Exchange's minimum listing requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or declarations for all individuals who may be directors, senior officers, promoters, or Insiders of the Resulting Issuer must be or, if applicable declarations, filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable must also be completed before the trading halt will be lifted by the Exchange.

Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the common shares for public policy reasons including:

- (a) the unacceptable nature of the business of the Resulting Issuer, or
- (b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, Completion of the Qualifying Transaction, are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

A trading halt may also be imposed by the Exchange where the Company fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist the Common Shares of the Company where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. In the event that the Common Shares of the Company are delisted by the Exchange, within 90 days from the date of such delisting, the Company shall wind-up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Company, determine to deal with the issuer or its remaining assets in some other manner. See "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction" and "Refusal of Qualifying Transaction".

If the Company does not complete a Qualifying Transaction within 24 months of the date of listing, it may apply for listing on the NEX board of the Exchange rather than be delisted. In order to be eligible to list on NEX, the Company must:

- (a) either:
 - (i) cancel all escrowed Common Shares purchased by Non Arm's Length Parties to the Company at a discount to the Offering Price, in accordance with section 11.2(a) of the CPC Policy, as if the Company had delisted from the Exchange, or
 - (ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non Arm's Length Parties to the Company so that the average cost of the remaining seed shares is at least equal to the Offering Price; and
- (b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non Arm's Length Parties of the Company.

If the Company lists the Common Shares on NEX it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not accept a Qualifying Transaction where:

- (a) the Resulting Issuer fails to satisfy the applicable minimum listing requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) member firms of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firms; and
 - (iii) associates of any such person,collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Company from the combination of prior sales of Common Shares and the sale of the Common Shares offered by this Offering will be \$887,000.

The following indicates the principal uses to which the Company proposes to use the total funds available to it upon the completion of the Offering:

	<u>Offering</u>
Cash Proceeds raised prior to the Offering ⁽¹⁾	\$587,000
Cash Proceeds from this Offering ⁽²⁾	<u>\$300,000</u>
Total Proceeds	\$887,000
Commission, Administration Fee and Legal Expenses of the Agent relating to the Offering and Expenses relating to Prior Sales of Common Shares ⁽³⁾	(\$67,500)
Estimated Legal, Accounting, Audit and Other Expenses Relating to the Offering (including listing fees and prospectus filing fees) ⁽⁴⁾	<u>(\$54,300)</u>
Estimated funds available (on completion of Offering)	<u>\$765,200</u>
Funds available for identifying and evaluating assets or business prospects ⁽⁵⁾	\$729,200
Estimated general and administrative expenses until Completion of the Qualifying Transaction	<u>\$ 36,000</u>
Total Net Proceeds	<u>\$765,200</u>

- (1) Since the date of incorporation of the Company, 7,970,000 Common Shares have been issued. See "Prior Sales".
- (2) In the event the Agent exercises the Agent's Option, there will be available to the Company an additional \$30,000, which may be added to the working capital of the Company. In the event that all Stock Options are exercised, there will be available to the Company a maximum of an additional \$109,000 which may be added to the working capital of the Company. In the event that all Charitable Options are exercised, there will be available to the Company a maximum of an additional \$10,500 which may be added to the working capital of the Company. There is no assurance that all, or part of, the Agent's Option, Stock Options or Charitable Options will be exercised.
- (3) Of this amount, the Company has paid \$17,500 in finder's fees in connection with the Seed Share Financing. The Company has also paid an advance retainer of \$10,000 to the Agent in connection with the expenses of the Agent and its legal counsel. See "Business of the Company – Preliminary Expenses".
- (4) Of this amount \$10,000 has been paid to date. See "Business of the Company – Preliminary Expenses".
- (5) In the event that the Company enters into an Agreement in Principle prior to spending the entire \$729,200 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Company's purposes, the proceeds from the sale of securities of the Company will only be invested in securities of, or those guaranteed by, the Government of Canada or any Province or territory of Canada or the Government of the United States of America, in certificates of deposit or interest-bearing accounts of Canadian chartered banks, trust companies or credit unions.

The proceeds from the Offering and any prior sale of Common Shares of the Company, after deducting the expenses associated with the Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to finance any acquisition to which the Company may commit.

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in “Restrictions on Use of Proceeds”, “Private Placements for Cash” and “Prohibited Payments to Non Arm’s Length Parties”, the gross proceeds realized from the sale of all securities issued by the Company will be used by the Company only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of:

- (a) valuations or appraisals;
- (b) business plans;
- (c) feasibility studies and technical assessments;
- (d) sponsorship reports;
- (e) engineering or geological reports;
- (f) financial statements, including audited financial statements;
- (g) fees for legal and accounting services; and
- (h) Agents’ fees, costs and commissions,

relating to the identification and evaluation of assets or businesses and in the case of a Non Arm’s Length Qualifying Transaction, the obtaining of shareholder approval for the Company’s proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Company to a Vendor or Target Company, as the case may be, for a proposed arm’s length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of: (i) 30% of the gross proceeds from the sale of all securities issued by the Company; or (ii) \$210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included under “Permitted Use of Funds”, listed above, include:

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and
- (c) administrative and general expenses of the Company, including:
 - (i) office supplies, office rent and related utilities;
 - (ii) printing costs (including the printing of this prospectus and share certificates);

- (iii) equipment leases; and
- (iv) fees for legal advice and audit expenses, other than those described above under “Permitted Use of Funds”.

No proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Company will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Company where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued by the Company pursuant to a private placement to Non Arm’s Length Parties to the Company and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm’s Length Parties

Except as described under “Stock Options” and “Restrictions on Use of Proceeds”, the Company has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm’s Length Party to the Company or a Non Arm’s Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

- (a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors’ fees, finders’ fees, loans, advances and bonuses, and
- (b) deposits and similar payments.

Further, no such payment will be made on or after the Completion of the Qualifying Transaction if such payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

Notwithstanding the above, the Company may reimburse a Non Arm’s Length Party to the Company for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Company or in the case of a law firm, no member of the firm owns greater than 10% of the outstanding Common Shares of the Company), and the Company may also reimburse a Non Arm’s Length Party to the Company for reasonable out-of-pocket expenses incurred in pursuing the business of the Company described in “Permitted Use of Funds”.

The foregoing restrictions on the use of proceeds and prohibitions on payments to Non Arm’s Length Parties and persons engaged in investor relations activities continue to apply until the Completion of the Qualifying Transaction.

PLAN OF DISTRIBUTION

Agent and Agent’s Compensation

Pursuant to an agency agreement (the “Agency Agreement”) dated ●, 2008 between the Company and the Agent, the Company has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 3,000,000 Common Shares, as provided in this prospectus, at the Offering Price of \$0.10 per Common Share for gross proceeds of \$300,000 subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the gross proceeds from the sale of the Common Shares in cash in the amount of \$30,000. In addition, the Company will pay to the Agent an administration fee of \$10,000 (plus GST) and the

Agent's legal fees incurred pursuant to the Offering, estimated at \$10,000 plus disbursements and taxes, and any other reasonable expenses of the Agent.

The Company has also agreed to grant to the Agent the Agent's Option to purchase up to a maximum of 300,000 Common Shares (the "Agent's Option Shares") at the Offering Price of \$0.10 per Agent's Option Share (representing 10% of the total number of Common Shares sold under the Offering), which may be exercised for a period of 24 months from the date the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. Not more than 50% of the Agent's Option Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

The Company will notify the Agent of the terms of any further brokered equity financing (or securities convertible into equity) that it requires or proposes to obtain during the 12 months following the Offering and the Agent will have the right to participate as lead agent, co-agent or as a member of a selling group in providing any such financing, subject always to the Agent participating in not less than 25% of the dollar value of such financing. Subject to the Agent's minimum right of participation, the final determination of the Agent's role in any such financing and the extent of its participation will be made by the Company. The right of participation must be exercised by the Agent within 15 days following the receipt of the notice by notifying the Company that it will participate in such financing, subject to the 25% minimum participation specified above. If the Agent fails to give notice within 15 days that it will participate in such financing upon the terms set out in the notice, the Company will then be free to make other arrangements to obtain the financing without the participation of the Agent. The right of participation will not terminate if, on receipt of any notice from the Company, the Agent fails to exercise the right. The Agent will have a right of first refusal to provide Sponsorship service (if required) for any Qualifying Transaction for a period of 24 months from the date of the Offering.

Offering and Minimum Distribution

The total Offering is for 3,000,000 Common Shares at the Offering Price of \$0.10 per Common Share for total gross proceeds to the Company of \$300,000. Under the CPC Policy, no purchaser is permitted to purchase more than 2% or 60,000 Common Shares (\$6,000) under the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser, is 4% or 120,000 Common Shares (\$12,000) under the Offering. The funds received from the Offering will be deposited with the Agent and will not be released until proceeds of \$300,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Other Securities To Be Distributed

The Company also proposes to grant Stock Options to purchase an aggregate of 1,090,000 Common Shares to directors and officers of the Company in accordance with the policies of the Exchange, which Stock Options are qualified for distribution under this prospectus. See "Stock Options".

The Company also proposes to grant Charitable Options to purchase an aggregate of 105,000 Common Shares to Eligible Charitable Organizations in accordance with the policies of the Exchange which Charitable Options are qualified for distribution under this prospectus. See "Stock Options – Charitable Options".

Determination of Price

The Offering Price of the Common Shares offered pursuant to the Offering was determined by negotiation between the Company and the Agent.

Listing Application

The Company has applied to list its Common Shares on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (i) directly or indirectly purchase more than 2% of the total Common Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Offering. Any Common Shares issued to any Member of the Aggregate Pro Group prior to the date of this prospectus will be held in escrow pursuant to the CPC Policy.

Until completion of the Qualifying Transaction, the aggregate number of common shares permitted to be owned directly or indirectly by the Members of the Pro Group is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 “Filing Requirements and Continuous Disclosure”.

Neither the Agent, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing has subscribed for Common Shares of the Company prior to the date hereof.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent’s Option, the Stock Options and the Charitable Options, no securities of the Company will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the applicable securities regulatory authorities and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as of the date hereof, 7,970,000 Common Shares are issued and outstanding as fully-paid and non-assessable shares. The holders of Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and are entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of Common Shares are entitled to share rateably the remaining assets of the Company.

In addition, up to a maximum of 300,000 Agent’s Option Shares are authorized for issuance upon the exercise of the Agent’s Option and up to a maximum of 1,090,000 Common Shares will be authorized for issuance upon the exercise of Stock Options and 105,000 Common Shares will be authorized for issuance upon the exercise of the Charitable Options. See “Plan of Distribution” and “Stock Options”.

CAPITALIZATION

The following table represents the share capital of the Company both before and after the issuance of the Common Shares issuable upon completion of the Offering:

<u>Capital</u>	<u>Amount Authorized</u>	<u>Amount outstanding as of the date of the balance sheet contained in the prospectus</u> ⁽¹⁾	<u>Amount outstanding as of the date hereof</u> ⁽²⁾	<u>Amount to be outstanding after giving effect to the Offering</u> ⁽³⁾⁽⁴⁾
Common Shares	Unlimited	\$210,000 (4,200,000 Common Shares)	\$587,000 (7,970,000 Common Shares)	\$887,000 ⁽⁵⁾ (10,970,000 Common Shares)

- (1) As at the date of the balance sheet, the Company had not yet commenced commercial operations.
- (2) This amount includes gross proceeds of \$377,000 from the 3,770,000 Common Shares that were issued on February 15, 2008. See "Prior Sales".
- (3) The Company has reserved 300,000 Agent's Option Shares for issuance upon the exercise of the Agent's Option. See "Plan of Distribution".
- (4) The Company intends to grant Stock Options to purchase up to a maximum of 1,090,000 Common Shares to directors and officers to the Company in accordance with the policies of the Exchange, which options will expire five years from the date of listing and will be qualified for distribution under this Prospectus. The Company also intends to grant an aggregate of 105,000 Charitable Options which will be qualified for distribution under this Prospectus. See "Stock Options".
- (5) This amount represents gross proceeds of this Offering and prior issuances of Common Shares, prior to deducting the expenses of the prior issuances of Common Shares, Agent's commission and the estimated expenses of the Offering (estimated to be \$121,800). See "Use of Proceeds".

The following table sets out the fully diluted share capital structure of the Company upon completion of the Offering, assuming the exercise of the Agent's Option and all of the Stock Options and Charitable Options:

<u>Common Shares Issued or Allotted</u>	<u>Number of Common Shares</u>	<u>Percentage of Total</u>
Issued as of the date of this Prospectus	7,970,000	64%
Offering	3,000,000	24%
<u>Common Shares reserved for future issuance:</u>		
Stock Options	1,090,000	9%
Charitable Options	105,000	1%
Agent's Option	300,000	2%
TOTAL:	<u>12,465,000</u>	<u>100%</u>

STOCK OPTIONS

The Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to 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 exercisable for a period of up to five years from the date of grant and provided that as long as the Company is a CPC, this number will not exceed 1,097,000. 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 technical consultants will not exceed two percent 2% of the issued and outstanding

Common Shares. Options may be exercised for a period of five years from the date the Company's Common Shares are listed on the Exchange. Options will expire on the date that is the greater of: (a) 12 months after the Completion of the Qualifying Transaction; and (b) 90 days following cessation of the optionee's position with the Company. If the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of the options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

Following completion of the Offering, the Company intends to enter into stock option agreements granting the following Stock Options to directors and officers of the Company:

<u>Name</u>	<u>Number of Common Shares Under Option</u>	<u>Exercise Price per Common Share</u>	<u>Expiry Date</u>
Marc Morin	330,000	\$0.10	5 years from the Listing Date
Marc Levy	330,000	\$0.10	5 years from the Listing Date
Sanjay M. Joshi	330,000	\$0.10	5 years from the Listing Date
Nilda Rivera	<u>100,000</u>	\$0.10	5 years from the Listing Date
Total	<u>1,090,000</u>		

Charitable Options

In accordance with Exchange Policy 4.7, the Company intends to grant a non-transferable option to each of Big Brothers of Greater Vancouver (35,000), the Stephen Lewis Foundation (35,000) and the Vancouver Talmud Torah School (35,000) (collectively, the "Charities"), all Eligible Charitable Organizations, to purchase an aggregate of 105,000 Common Shares exercisable at the Offering Price of \$0.10 per Common Share until the earlier of the date that is not more than ten years from the closing of the Offering and the 90th day from the date that the Charities cease to be an Eligible Charitable Organization. The aggregate number of Common Shares issuable upon exercise of options granted to Eligible Charitable Organizations cannot exceed 1% of the total number of Common Shares (calculated on a non-diluted basis adjusted for any stock splits or consolidation) outstanding immediately after the closing of this Offering. The Charitable Options are qualified for distribution under this Prospectus.

PRIOR SALES

Since the date of incorporation of the Company, 7,970,000 Common Shares have been issued as follows:

<u>Date</u>	<u>Number of Common Shares</u>	<u>Issue Price per Common Share</u>	<u>Aggregate Issue Price</u>	<u>Consideration Received</u>
January 11, 2008	4,200,000	\$0.05	\$210,000	Cash
February 15, 2008	3,770,000	\$0.10	\$377,000	Cash

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of Qualifying Transaction

All of the 4,200,000 Common Shares issued prior to this Offering which were issued at a price of \$0.05 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Company either under the Offering or otherwise prior to the Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited in escrow with Pacific Corporate Trust Company ("PCTC") under an escrow agreement (the "Escrow Agreement") to be entered into prior to the completion of the Offering in accordance with the CPC Policy.

All Common Shares acquired on exercise of Stock Options prior to Completion of a Qualifying Transaction must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Common Shares acquired in the secondary market prior to the Completion of a Qualifying Transaction by any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Company held by Principals of the Resulting Issuer will also be escrowed.

The following table sets out, as at the date hereof, the number of Common Shares, which will be held in escrow pursuant to the Escrow Agreement:

<u>Name and Municipality of Residence of Shareholder</u>	<u>Common Shares</u>	<u>Number of Common Shares to be Held in Escrow</u>	<u>Percentage of Common Shares Prior to Giving Effect to the Offering</u>	<u>Percentage of Common Shares After Giving Effect to the Offering⁽¹⁾</u>
Marc Morin <i>Coquitlam, BC</i>	750,000	750,000	9.41%	6.84%
Marc Levy <i>Vancouver, BC</i>	750,000	750,000	9.41%	6.84%
White Rock Capital Partners Inc. ⁽²⁾ <i>Toronto, ON</i>	1,000,000	1,000,000	12.55%	9.12%
Nilda Rivera <i>Richmond, BC</i>	200,000	200,000	2.51%	1.82%
Ryan McCleery <i>Vancouver, BC</i>	750,000	750,000	9.41%	6.84%
Tony M. Ricci Inc. ⁽³⁾ <i>Vancouver, BC</i>	750,000	750,000	9.41%	6.84%
Total	<u>4,200,000</u>	<u>4,200,000</u>	<u>52.70%</u>	<u>38.30%</u>

(1) Assuming no Common Shares are purchased by these persons under the Offering.

(2) White Rock Capital Partners Inc. is a private company wholly-owned and controlled by Sanjay M. Joshi, a director of the Company.

(3) Tony M. Ricci Inc. is a private company wholly-owned and controlled by Tony M. Ricci.

Where the Common Shares which are required to be held in escrow are held by a non-individual (a “holding company”), each holding company pursuant to the Escrow Agreement has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities which could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

Under the Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the “Initial Release”) and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If the Resulting Issuer meets the Exchange’s Tier 1 minimum listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Common Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for

listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Common Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm's Length Party to the Company who holds escrowed Common Shares acquired at a price below the Offering Price under this prospectus has irrevocably authorized and directed PCTC to immediately:

- (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Company; or
- (b) if the Company lists on the NEX board of the Exchange, either:
 - (i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Company at a discount from the Offering Price in accordance with Section 11.2(a) of the CPC Policy, or
 - (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the Company so that the average cost of the remaining Seed Shares is at least equal to the Offering Price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (a "Value Security Escrow Agreement"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "Surplus Security Escrow Agreement").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a six-year escrow release mechanism with: (a) 5% of the escrowed securities being releasable in 6 month intervals on each of the 6, 12, 18 and 24 month anniversaries of the Final Exchange Bulletin; and (b) 10% of the escrowed securities being releasable in 6 month intervals on each of the 30, 36, 42, 48, 54, 60, 66 and 72 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three-year escrow release mechanism with: (a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange

Bulletin; and (b) 15% of the escrowed securities being releasable in 6 month intervals on each of the 6, 12, 18, 24, 30 and 36 months after the Final Exchange Bulletin.

Securities issued pursuant to a private placement to Principals of the Company and the proposed Resulting Issuer will generally be exempt from escrow requirements where:

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle and
 - (i) at least 75% of the proceeds from the private placement are not from Principals of the Company or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Company or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and
 - (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares of the Company as at the date hereof:

<u>Name and Municipality of Residence</u>	<u>Type of Ownership</u>	<u>Number of Common Shares</u>	<u>Percentage of Common Shares Owned Before Offering</u>	<u>Percentage Owned After Offering⁽¹⁾</u>
White Rock Capital Partners Inc. ⁽²⁾	Direct	1,000,000	12.55%	9.12%

- (1) On a fully diluted basis, assuming the exercise of the Agent's Option under the Offering and all Stock Options and Charitable Options, the number would be 10.67%.
- (2) White Rock Capital Partners Inc., is a private company wholly-owned and controlled by Sanjay M. Joshi, a director of the Company.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors and officers of the Company and their position and offices with the Company. The Company does not have any promoters. See also "Directors, Officers and Promoters - Management and Key Personnel".

<u>Name, Municipality of Residence and Position</u>	<u>Principal Occupation and Occupation During the Past Five Years</u>	<u>Number of Common Shares⁽¹⁾</u>
Marc Morin⁽²⁾ Coquitlam, BC <i>President, Chief Executive Officer and Director</i>	Associate of Element and Associates Corporate and Project Finance Ltd. from November 2003 to present; and Building Manager at Ascent Real Estate Management Corporation from November 2001 to November 2003.	750,000

<u>Name, Municipality of Residence and Position</u>	<u>Principal Occupation and Occupation During the Past Five Years</u>	<u>Number of Common Shares⁽¹⁾</u>
Marc Levy⁽²⁾ Vancouver, BC <i>Director</i>	President of Mosam Ventures Inc. from October 2004 to present; Director of Milk Capital Corp. from December 2006 to present; Director of Alma Resources Ltd. from August 2006 to present; Chief Executive Officer of Mosam Capital Corp. from February 2006 to February 2008; Chief Executive Officer of Norsemont Mining Inc. from March 2004 to June 2007; and Director of Sales of IP Applications Corp. from September 2000 to January 2004.	750,000
Sanjay M. Joshi⁽²⁾ Toronto, ON <i>Director</i>	Barrister & Solicitor; Partner with WeirFoulds LLP since April 2001; Lawyer, Davis & Company from September 1999 to April 2001.	1,000,000 ⁽³⁾
Nilda Rivera Richmond, BC <i>Chief Financial Officer and Corporate Secretary</i>	Corporate Controller of Alma Resources Ltd. from January 2008 to present; Corporate Controller of Norsemont Mining Inc. from July 2006 to December 2007; and Manager of Finance and Administration of Varshney Capital Corp. from May 1994 to June 2006.	200,000

(1) These Common Shares are subject to escrow restrictions. See “Escrowed Securities”.

(2) Member of Audit Committee.

(3) These Common Shares are held by White Rock Capital Partners Inc., a private company wholly-owned and controlled by Mr. Joshi.

In addition to any other requirements of the Exchange, the Exchange expects management of the Company to meet a high management standard. The directors and officers of the Company believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

Prior to the completion of the Offering, the directors and officers of the Company collectively hold 2,700,000 Common Shares or 33.88% of the issued and outstanding Common Shares. Following the completion of the Offering, the directors and officers of the Company will collectively hold 24.62% of the Common Shares of the Company and 21.66% on a fully-diluted basis.

Management and Key Personnel

Marc Morin (Age 32), President, Chief Executive Officer and Director

Mr. Morin has been an associate at Element and Associates Corporate Project Finance Ltd. (“Element and Associates”), a private company engaged in providing advisory services, for the last four years. Element and Associates provides advisory services to companies seeking to raise capital and/or planning to go public. Mr. Morin will devote approximately 10% of his time to the business and affairs of the Company.

Marc Levy (Age 38), Director

Mr. Levy has over 10 years of management and leadership experience in business. He is currently a director of Alma Resources Ltd. and Milk Capital Corp., both public companies listed on the TSX Venture Exchange. Mr. Levy was Chief Executive Officer of Norsemont Mining Inc., a Toronto Stock Exchange listed company until June 1, 2007. He has held numerous management and senior management positions with both private and public

companies. Most recently he was Director of Sales for IP Applications Corp. Previously, Mr. Levy was Director of Sales at Look Communications (previously ID Internet Direct), where he oversaw the various sales channels. Mr. Levy has also served as VP of Sales and Marketing for GAON Technologies BC. Mr. Levy will devote approximately 10% of his time to the business and affairs of the Company.

Sanjay M. Joshi (Age 36), Director

Mr. Joshi is a partner with WeirFoulds LLP in Toronto and practices corporate and securities law, with an emphasis on financing transactions. He obtained his LL.B. degree from Queen's University in 1999. Mr. Joshi represents agents and issuers active in the Canadian and US public markets. He advises Canadian investment dealers, limited market dealers and merchant banks as well as listed issuers in the natural resource, new-media and telecommunications sectors. Mr. Joshi sits on the board, and is Chair of the Audit Committee, for numerous companies, both public and private. He is called to the Bar in Ontario and British Columbia. Mr. Joshi will devote approximately 10% of his time to the business and affairs of the Company.

Nilda Rivera (Age 43), Chief Financial Officer and Corporate Secretary

Ms. Rivera obtained a Bachelor of Arts degree in Economics in 1985 from the University of Santo Tomas, Manila, Philippines. She is currently Corporate Controller of Alma Resources Ltd. She was Corporate Controller of Norsemont Mining Inc. from July 2006 to December 2007. She was employed with Varshney Capital Corp. from 1994 to 2006 with a last position of Manager of Finance and Administration. Ms. Rivera has been an officer of several public companies listed on the TSX Venture Exchange over the past twelve years. Ms. Rivera will devote approximately 10% of her time to the business and affairs of the Company.

**REPORTING ISSUER EXPERIENCE OF THE
DIRECTORS AND OFFICERS OF THE COMPANY**

The following table sets out the directors and officers of the Company that are, or have been within the last five years, directors, officers, promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

<u>Name</u>	<u>Name of Reporting Issuer</u>	<u>Exchange or Market</u>	<u>Position</u>	<u>From</u>	<u>To</u>
Marc Levy	Norsemont Mining Inc.	TSX	Chief Executive Officer	Mar./04	June/07
	Milk Capital Corp.	TSXV	Director	Dec./06	Present
	Alma Resources Ltd.	TSXV	Director	Aug./06	Present
	Mosam Capital Corp.	TSXV	Chief Executive Officer	Feb./06	Feb./08
Sanjay M. Joshi	Lingo Media Inc.	TSXV	Director	Oct./07	Present
Nilda Rivera	Afrasia Mineral Fields Inc.	TSXV	Secretary	Nov./98	June/06
	Mantle Resources Inc.	TSXV	Secretary	June/04	June/06
	Minaean International Corp.	TSXV	Secretary	Apr./03	June/06
	Avigo Resources Corp.	TSXV	Secretary	June/04	June/06
	(formerly, Sudamet Ventures Inc.)				

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

No director, officer, Insider or promoter of the Company or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, is or has, within the previous ten year period, been a director, officer, insider or promoter of any other issuer that, while the person was acting in that capacity: (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

PENALTIES OR SANCTIONS

No director, officer, Insider or promoter of the Company or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, has been a director, officer, Insider or promoter has (a) been subject to any penalties or sanctions imposed by court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

PERSONAL BANKRUPTCIES

No director, officer, Insider or promoter of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons has, within the ten years before the date of this prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

CONFLICTS OF INTEREST

There may be potential conflicts of interest to which all of the directors, officers, Insiders and promoters of the Company will be subject in connection with the operations of the Company. All of the directors, officers, Insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Company for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where all of the directors, officers, Insiders and promoters will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies as provided under the Business Corporations Act (*British Columbia*). See “Risk Factors”.

EXECUTIVE COMPENSATION

Except as disclosed in this prospectus, prior to the Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Company to a Non Arm’s Length Party to the Company or a Non Arm’s Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Company or any Resulting Issuer by any means, including:

- (a) remuneration, which includes but is not limited to:
 - (i) salaries;
 - (ii) consulting fees;
 - (iii) management contract fees or directors’ fees;
 - (iv) finders fees;
 - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

However, the Company may reimburse Non Arm’s Length Parties for the Company’s reasonable allocation of rent, secretarial and accounting services and other general administrative expenses, at fair market value (“Permitted Reimbursement”). No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Company may also be granted stock options. See “Stock Options”.

Following Completion of the Qualifying Transaction, the Company may pay compensation to its directors and officers. However, no payment other than the Permitted Reimbursements will be made by the Company or by any party on behalf of the Company, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Purchasers of Common Shares offered under this prospectus will suffer an immediate dilution of 19% or \$0.019 per Common Share on the basis of there being 10,970,000 Common Shares of the Company issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus without deduction of commissions or related expenses incurred by the Company.

ELIGIBILITY FOR INVESTMENT

In the opinion of Axium Law Corporation, counsel to the Company, based on legislation in effect at the date hereof and if, as and when the Common Shares are listed on a prescribed stock exchange (which includes the Exchange), the Common Shares will be qualified investments under the *Income Tax Act* (Canada) for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans and deferred profit sharing plans (the "Plans"). If the Common Shares are listed on a prescribed stock exchange prior to the date on which the Company must file a tax return for its first taxation year, and the Company files an election with the Canada Revenue Agency in its tax return that year, the Common Shares will be qualified investments for such Plans notwithstanding that such Common Shares were not listed on a prescribed stock exchange at the time of issue hereunder.

RISK FACTORS

Investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Company's business and its present stage of development. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment.

The Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Company has not identified a potential asset or business for acquisition or participation and has not entered into an Agreement in Principle as defined in the CPC Policy. Until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares. See "Business of the Company".

The directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Directors, Officers, and Promoters".

Assuming completion of the Offering, investors acquiring the Common Shares offered by this prospectus will suffer an immediate dilution of 19% or \$0.019 per Common Share pursuant to completion of the Offering, before the deduction of selling commissions and related expenses incurred by the Company. The Qualifying Transaction may be financed in all or in part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company. See "Dilution".

The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction. Subject to prior Exchange approval, the Company may be permitted to loan or advance up

to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Company will be able to recover that loan. See “Business of the Company” and “Use of Proceeds”.

Completion of the Qualifying Transaction is subject to a number of conditions, including acceptance by the Exchange and in the case of a Non Arm’s Length Qualifying Transaction Majority of Minority Approval. Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other applicable law, a shareholder who votes against a proposed Non Arm’s Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no other entitlement to payment by the Company of fair value for the Common Shares.

Upon public announcement of a proposed Qualifying Transaction, trading in Common Shares of the Company will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Company will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction. Trading in the Common Shares may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required. The Exchange will generally suspend trading in the Common Shares or delist the Company in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing. See “Business of the Company”.

The Company cannot be certain and provides no guarantee that, if a Qualifying Transaction is completed, the business acquired pursuant to the Qualifying Transaction will be profitable or ultimately benefit the Company and its shareholders. The Qualifying Transaction may also result in additional dilution to the Company’s shareholders or increased debt. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Company could have a material adverse effect on the Resulting Issuer’s business and results of operations.

The Company is relying solely on the past business success of its directors and officers to identify, negotiate, and complete a Qualifying Transaction. The success of the Company is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Company. See “Directors, Officers and Promoters”.

In the event that the management of the Company resides out of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualified Transaction.

As a result of these factors, this Offering is suitable only to investors who are willing to rely solely on the management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

LEGAL PROCEEDINGS

The Company is not party to any legal proceedings, nor to the best of its knowledge are any legal proceedings threatened or pending against the Company.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a related party or connected party (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) to the Agent.

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

No professional person (including the Company's auditor or solicitors) holds any beneficial interest, direct or indirect, in any securities or properties of the Company or of an associate or affiliate of the Company.

No professional person is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an associate or affiliate or a promoter of the Company or of an associate or affiliate of the Company.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Watson Dauphinee & Masuch, Chartered Accountants at Suite 420, 1501 West Broadway, Vancouver, British Columbia V6J 4Z6.

The transfer agent and registrar for the Common Shares of the Company is Pacific Corporate Trust Company of 2nd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

The Company has not entered into any contracts material to investors in the Common Shares since incorporation, other than contracts in the ordinary course of business, except:

1. the Agency Agreement to be entered into between the Company and the Agent. See "Plan of Distribution";
2. the Escrow Agreement to be entered into among the Company, PCTC and certain shareholders of the Company. See "Escrowed Securities";
3. Stock Option Plan, including the Stock Option Certificates to be entered into between the Company and each of Marc Morin, Marc Levy, Sanjay M. Joshi and Nilda Rivera. See "Stock Options"; and
4. Charitable Option Agreements to be entered into between the Company and each of Big Brothers of Greater Vancouver, the Stephen Lewis Foundation and the Vancouver Talmud Torah School. See "Stock Options – Charitable Options".

Copies of these agreements and the stock option plan will be available for inspection at the offices of the Company's counsel, Axiom Law Corporation, at Suite 3350, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia at any time during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

To management of the Company's knowledge, there are no other material facts about the Common Shares being distributed that are not otherwise disclosed in this prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares being distributed.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several provinces and territories, the securities legislation further provides a purchaser with remedies for rescission, or in some jurisdictions damages, if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the prospectus of Sparrow Ventures Corp. (the "Company") dated April 2, 2008 relating to the distribution of 3,000,000 Common Shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-named prospectus of our report to the directors of the Company on the balance sheet of the Company as at January 31, 2008 and 2007 and the Statements of Operations and Deficit, Comprehensive Loss and Cash Flows for the year ended January 31, 2008 and for the period from incorporation on July 4, 2006 to January 31, 2007. Our report is dated March 3, 2008, except as to note 5 which is at ●, 2008.

Chartered Accountants
Vancouver, British Columbia, Canada
March 3, 2008

SPARROW VENTURES CORP.

January 31, 2008 and 2007

Auditors' Report

Balance Sheets

Statements of Operations and Deficit

Statements of Comprehensive Loss

Statements of Cash Flows

Notes to the Financial Statements

Auditors' Report

To the Directors of:
Sparrow Ventures Corp.

We have audited the Balance Sheets of Sparrow Ventures Corp. as at January 31, 2008 and 2007 and the Statements of Operations and Deficit, Comprehensive Loss and Cash Flows for the year ended January 31, 2008 and for the period from incorporation on July 04, 2006 to January 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2008 and 2007 and the results of its operations and cash flows for the year ended January 31, 2008 and for the period from incorporation on July 04, 2006 to January 31, 2007 in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

Vancouver, B.C.
March 03, 2008

SPARROW VENTURES CORP.

Balance Sheets

As at January 31, 2008 and 2007

	2008 \$	2007 \$
ASSETS		
CURRENT		
Cash	444,789	-
Share Subscription Receivable	-	1
GST Receivable	38	-
	444,827	1
 Deferred Finance Costs	 19,000	 -
	463,827	1
LIABILITY		
CURRENT		
Accounts Payable and Accrued Liabilities	10,704	1,200
 SHAREHOLDERS' EQUITY		
Share Capital (Note 4(b))	210,000	1
Share Subscriptions (Note 4(d))	245,000	-
Accumulated Other Comprehensive Income (Note 3)	-	-
Deficit	(1,877)	(1,200)
	463,827	1

Nature of Operations (Note 1)
Changes in Accounting Policies (Note 3)
Subsequent Event (Note 5)

Approved on behalf of the Board:

"Marc Levy"

Marc Levy, Director

"Marc Morin"

Marc Morin, Director

See accompanying notes to financial statements.

SPARROW VENTURES CORP.

Statements of Operations and Deficit For the Periods Ended

	Year Ended January 31, 2008 \$	180 Days Ended January 31, 2007 \$
EXPENSES		
Bank Charges	20	-
Incorporation Expenses	-	1,200
Office Expenses	657	-
	677	1,200
NET LOSS FOR THE PERIOD	(677)	(1,200)
Deficit, Beginning of the Period	(1,200)	-
DEFICIT, END OF THE PERIOD	(1,877)	(1,200)

See accompanying notes to financial statements.

SPARROW VENTURES CORP.

Statements of Comprehensive Loss For the Periods Ended

	Year Ended January 31, 2008 \$	180 Days Ended January 31, 2007 \$
NET LOSS FOR THE PERIOD	(677)	(1,200)
Other Comprehensive Income for the Year (Note 3)	-	-
COMPREHENSIVE LOSS FOR THE PERIOD	(677)	(1,200)

See accompanying notes to financial statements.

SPARROW VENTURES CORP.

Statements of Cash Flows

For the Periods Ended

	Year Ended January 31, 2008 \$	180 Days Ended January 31, 2007 \$
CASH WAS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Net Loss for the Year	(677)	(1,200)
Changes in Non-Cash Working Capital Accounts		
GST Receivable	(38)	-
Accounts Payable	504	1,200
	<u>(211)</u>	<u>-</u>
FINANCING ACTIVITIES		
Shares Issued for Cash	210,000	-
Cash Received from Share Subscriptions	245,000	-
Deferred Finance Costs	<u>(10,000)</u>	<u>-</u>
	<u>445,000</u>	<u>-</u>
INCREASE IN CASH	444,789	-
Cash, Beginning of the Period	<u>-</u>	<u>-</u>
CASH, END OF THE PERIOD	<u>444,789</u>	<u>-</u>

See accompanying notes to financial statements.

SPARROW VENTURES CORP.

Notes to the Financial Statements

For the Year Ended January 31, 2008 and

For the Period from Incorporation on July 04, 2006 to January 31, 2007

NOTE 1 – NATURE OF OPERATIONS

Sparrow Ventures Corp. (the “Company”) was incorporated on July 04, 2006 under the laws of the Business Corporations Act (British Columbia) under the name 0762477 B.C. Ltd. On December 17, 2007, the Company changed the name to Sparrow Ventures Corp.

The Company has applied to become a Capital Pool Company (“CPC”) pursuant to the policies of the TSX Venture Exchange (the “Exchange”) (Note 5). As a CPC, the Company’s principal business objective is the identification and evaluation of assets, properties or businesses with a view to acquire them or an interest therein (the “Qualifying Transaction”). The purpose of such an acquisition, which will be subject to regulatory and, if required, shareholders approval, is to satisfy the related conditions of a Qualifying Transaction under the Exchange rules.

The Company’s continuing operations are dependent upon its ability to identify, evaluate and negotiate a Qualifying Transaction. If the Qualifying Transaction is identified or completed, additional funding may be required; there is no assurance that the Company will be able to obtain such financing, if any, on reasonable terms.

As at January 31, 2008, the Company had neither completed nor entered into a Qualifying Transaction agreement.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements are prepared using Canadian generally accepted accounting principles, as summarized below:

a) Deferred Finance Costs

Deferred finance costs are recorded at cost and include direct and incremental costs relating to the listing of the Company on the Exchange and undertaking an initial public offering. Upon successful completion of the initial public offering, these costs will be recorded as a reduction of share capital. If the initial public is not successfully completed, these costs will be charged to the statement of operations.

b) Share Capital

The Company records proceeds from share issuances net of commissions and issue costs. Shares issued for other than cash consideration are fair valued using the Black-Scholes option pricing model on the date the agreement to issue the shares is reached.

c) Stock-Based Compensation

Employee stock options and other types of stock-based compensation are accounted for using the fair value based method. Under the fair value based method, compensation cost is measured using the Black-Scholes option pricing model at the date of grant of the option and is expensed over the vesting period.

The Company has not awarded any stock options nor issued any other type of stock based compensation for the period from incorporation on July 04, 2006 to January 31, 2008.

SPARROW VENTURES CORP.

Notes to the Financial Statements

For the Year Ended January 31, 2008 and

For the Period from Incorporation on July 04, 2006 to January 31, 2007

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

d) Earnings (Loss) per Common Share

The Company uses the treasury stock method for the computation and disclosure of earnings (loss) per share. Basic earnings (loss) per share is computed by dividing the earnings (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares from the assumed exercise of stock options and warrants, if dilutive.

e) Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, future income taxes are recognized for the future income tax consequences attributable to differences between financial statement carrying values and their corresponding tax values (temporary differences) and tax loss carry forwards. Future income tax assets and liabilities are measured using enacted or substantively enacted income tax rates expected to apply when the temporary differences and losses carry forwards are expected to be recovered, or settled. The effect on futures income tax assets and liabilities of a change in tax rates is included in income in the period in which the change occurs. The amount of future income tax assets recognized is limited to the amount that, in the opinion of management, is more likely than not to be realized.

f) Financial Instruments

Financial instruments include cash, share subscription receivable, and accounts payable and accrued liabilities. The Company is not exposed to significant interest, credit or exchange risk arising from these financial instruments. The estimated fair value of such financial instruments approximates their carrying values because of the short term to maturity of these instruments.

g) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3 – CHANGES IN ACCOUNTING POLICIES

Effective February 01, 2007, the Company adopted new accounting standards as set out in Section 1530 “Comprehensive Income”, Section 3855 “Financial Instruments – Recognition and Measurement” and Section 3861 “Financial Instruments – Disclosure and Presentation” of the CICA Handbook.

a) Comprehensive Income

Comprehensive income is the change in net assets from transactions related to non-shareholder sources. The Company presents gains and losses which would otherwise be recorded as part of net earnings in “other comprehensive income” until it is considered appropriate to recognize them into net earnings. The Company presents comprehensive income and its components in a separate financial statement that is displayed with the same prominence as other financial statements. The adoption of this new accounting policy has no impact on the Company’s financial statements for the year ended January 31, 2008.

SPARROW VENTURES CORP.

Notes to the Financial Statements

For the Year Ended January 31, 2008 and

For the Period from Incorporation on July 04, 2006 to January 31, 2007

NOTE 3 – CHANGES IN ACCOUNTING POLICIES (Continued)

b) Financial Instruments

The financial instrument guidelines require all financial assets, except those held to maturity and derivative financial instruments, to be measured at fair value. All financial liabilities are measured at fair value if they are held for trading. Other financial liabilities are measured at amortized cost.

The Company classifies its financial instruments into one of the following balance sheet categories:

- Held-for-trading financial assets and liabilities that are initially measured at fair value and where subsequent changes in fair value are recognized in the statement of operations; and
- Held-to-maturity investments, loans and receivables, or other financial liabilities – all of which are initially measured at cost and where subsequent changes in cost are amortized utilizing the effective interest rate method.

The classification of the Company's opening balances for financial instruments as at February 01, 2007 has resulted in no material gains or losses that require either separate presentation in other comprehensive income or recognition in income (losses).

NOTE 4 – SHARE CAPITAL

a) Authorized

Unlimited Number of Voting Common Shares without Par Value

b) Issued and Outstanding

	Number of Common Shares	Amount \$
Balance, July 04, 2006	-	-
Share Issued On Incorporation	1	1
Balance, January 31, 2007	1	1
Repurchased by the Company	(1)	(1)
Shares Issued For Cash (i)	4,200,000	210,000
Balance, January 31, 2008	4,200,000	210,000

(i) – Pursuant to common share subscription agreements dated January 3, 2008, 4,200,000 common shares at a price of \$0.05 per share were issued to directors and officers and associates of directors and officers of the Company for gross proceeds of \$210,000.

SPARROW VENTURES CORP.

Notes to the Financial Statements

For the Year Ended January 31, 2008 and

For the Period from Incorporation on July 04, 2006 to January 31, 2007

NOTE 4 – SHARE CAPITAL (Continued)

c) Escrow Shares

All of the Company's 4,200,000 issued common shares are held in escrow pursuant to the requirements of the Exchange and escrow agreement. Pursuant to the escrow agreement, 10% of the escrowed common shares will be released from escrow following issuance of the final Exchange bulletin ("Final Exchange Bulletin") upon completion of the Qualifying Transaction, and in increments of 15% every six months thereafter over a period of thirty six months. If the Company meets the Exchange's Tier 1 status after receipt of the Final Exchange Bulletin, the release of escrow shares is accelerated.

d) Share Subscriptions

Subsequent to the year end, pursuant to common share subscription agreements dated January and February 2008, 3,770,000 common shares at a price of \$0.10 per share were issued to associates of directors and officers of the Company for gross proceeds of \$377,000. As at January 31, 2008, the Company received cash totalling \$245,000 pursuant to these shares subscription agreements. The remaining balance of \$132,000 was received in February 2008. The Company paid finder's fees in the amount of \$17,500 (cash) with respect to this financing.

e) Stock Options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to 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 will be exercisable for a period of up to 5 years from the date of grant 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 technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any common shares acquired pursuant to the exercise of options prior to completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

SPARROW VENTURES CORP.

Notes to the Financial Statements

For the Year Ended January 31, 2008 and

For the Period from Incorporation on July 04, 2006 to January 31, 2007

NOTE 5 – SUBSEQUENT EVENT

Initial Public Offering

The Company is proposing to file a prospectus with the regulatory authorities of British Columbia, Alberta and Ontario for an offering to the public of 3,000,000 common shares of the Company at \$0.10 per share for gross proceeds of \$300,000. Canaccord Capital Corporation, (“the Agent”), will receive a commission of 10% of the gross proceeds of the offering (payable at the Agent’s option in cash or shares valued at \$0.10 per share), an administration fee of \$10,000 and reimbursement of legal fees and Agent’s expenses. In addition, the Company will grant to the Agent non-transferable options (“Agent’s options”) to acquire up to 300,000 common shares at an exercise price of \$0.10 per common share exercisable for a period of two years from the date the Company’s common shares are listed on the Exchange.

Until completion of the Qualifying Transaction and except as otherwise allowed by regulations, a maximum of 30% of the gross proceeds from the offering may be used for purposes other than evaluating businesses or assets. If the minimum subscriptions are not raised, subject to certain criteria, all subscription funds may be returned to the subscribers.

Subject to Regulatory approval and contemporaneous with closing of its initial public offering, the Company has agreed to grant 1,090,000 stock options to directors and officers of the Company, and 105,000 charitable options to three charitable organizations. The stock options are exercisable at \$0.10 per share for a period of five years from the date of the grant. The charitable options are exercisable at \$0.10 per share and will expire at the earlier of (i) ten years from the date of the grant and (ii) the 90th day following the date that the charitable organization ceases to be an Eligible Charity Organization as defined by the Exchange. The date of the grant for both the stock and the charitable options is expected to be the date on which the Company’s shares are listed on the Exchange.

CERTIFICATE OF COMPANY

Dated: April 2, 2008

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

(signed) “Marc Morin”

Marc Morin
Chief Executive Officer

(signed) “Nilda Rivera”

Nilda Rivera
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “Marc Levy”

Marc Levy
Director

(signed) “Sanjay M. Joshi”

Sanjay M. Joshi
Director

CERTIFICATE OF AGENT

Dated: April 2, 2008

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

CANACCORD CAPITAL CORPORATION

(signed) "Steve Swaffield"

By: Steve Swaffield
 Managing Director, Investment Banking