

Form 51-102F3
Material Change Report

Item 1. Reporting Issuer

SPARROW VENTURES CORP.
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Vancouver, BC V6C 1G8
Telephone: (604) 669-9788

Item 2. Date of Material Change

May 26, 2010

Item 3. Press Release

Issued on May 26, 2010 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Market News.

Item 4. Summary of Material Change

Vancouver, British Columbia, May 26th, 2010, Sparrow Ventures Corp. (TSX-V: SPW.P) (the "Company" or "Sparrow") wishes to announce that the Letter of Intent announced on February 17, 2010 related to the proposed acquisition of all the issued and outstanding shares of Network Entertainment Inc., has been terminated.

Item 5. Full Description of Material Change

See press release below.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

MARC MORIN
President & CEO
(604) 669-9788 EXT 201

Item 9. Date of Report

May 26, 2010

NEWS RELEASE

May 26th, 2010

SPARROW VENTURES CORP. TERMINATES QUALIFYING TRANSACTION WITH NETWORK ENTERTAINMENT AND ANNOUNCES LETTER AGREEMENT WITH FULL METAL MINERALS FOR EXECUTION OF QUALIFYING TRANSACTION

Vancouver, British Columbia, May 26th, 2010, Sparrow Ventures Corp. (TSX-V: SPW.P) (the “Company” or “Sparrow”) wishes to announce that the Letter of Intent announced on February 17, 2010 related to the proposed acquisition of all the issued and outstanding shares of Network Entertainment Inc., has been terminated.

Sparrow also wishes to announce that it has subsequently entered into a letter agreement with Full Metal Minerals Ltd. (“Full Metal”), a company incorporated under the laws of British Columbia and listed on the TSX Venture Exchange (the “TSX-V”) under the symbol “FMM”, whereby Sparrow may earn a 60-per-cent interest in Full Metal's Nebocat and RIM properties (the “Properties”). Sparrow is a Capital Pool Company and intends for the transaction to constitute its Qualifying Transaction as such term is defined in the policies of the TSX-V. The proposed transaction is an arm's length transaction for Sparrow, and is subject to acceptance by the TSX-V.

Sparrow has been granted an option to earn a 60-per-cent interest in the Properties by incurring exploration expenditures totalling \$3,000,000 over four years (\$200,000 in the first year). Additionally, Sparrow must make cash payments to Full Metal totaling \$150,000 (\$25,000 in the first year) and issue 400,000 common shares to Full Metal (100,000 in the first year) over the four-year option term. Following the exercise of the option by the Company, Sparrow and Full Metal will continue the exploration and development of the Properties under a joint venture, with Sparrow acting as the operator in respect of the Properties.

Upon completion of the Qualifying Transaction, it is expected that Sparrow will be a Tier 2 mining issuer.

Property Highlights:

The Nebocat and RIM properties are located within a 90-kilometre-long belt of massive-sulphide occurrences, located south of the community of Ross River, Yukon. Multiple occurrences of sphalerite, galena, pyrite and barite massive-sulphide mineralization have been identified on the properties.

Newmont Exploration carried out a regional silt sampling program in 1976. Follow-up work to this program led to the staking of the Nebocat showing and discovery of a 200 metre long massive to semi-massive mineralized outcrop.

Five historic drill holes were completed at the Nebocat Prospect by Newmont Exploration in the late 1970's.

The RIM showing was originally explored in 2003 as the source of placer gold occurrences using a 'Carlin-Type' model. The exploration program was unsuccessful in locating the source of the gold but did outline several strongly anomalous areas of lead, zinc and silver geochemistry.

A technical report is currently being prepared in respect of the Properties.

Full Metal acquired the option (the "Underlying Option") to earn a 100-per-cent interest in the Properties in April, 2008, from a third party Yukon resident (the "Underlying Vendor"), by paying the Underlying Vendor \$200,000 in cash payments (\$50,000 in the first year), issuing to the Underlying Vendor 385,000 common shares of Full Metal (50,000 in the first year) and incurring \$2,000,000 in exploration expenditures (\$250,000 in the first year). Following the exercise of the option, Full Metal will make annual \$25,000 advance royalty payments to the Underlying Vendor until commencement of commercial production. Full Metal will also issue an additional 50,000 common shares of Full Metal following completion of \$5,000,000 in exploration expenditures on the Properties and a further 150,000 common shares following completion of \$10,000,000 in exploration expenditures on the Properties. Upon commencement of commercial production, Full Metal will pay the Underlying Vendor a 2% net smelter returns royalty, of which one-half (or 1%) can be purchased at any time for \$2,000,000.

Brief summary of the Board of Directors of Sparrow:

Marc Morin, *CEO & Director*

Mr. Morin is a successful businessman and entrepreneur based in Vancouver. With approximately 8 years of experience in the public and private markets, he has garnered an extensive network of investment banking contacts and experience that is instrumental in the management and development of junior companies. Mr. Morin has also helped various companies go public via the RTO/IPO process. His primary focus has been on the resource and technology sectors. Mr. Morin is also a director of Ultra Lithium Plus.

Marc Levy, *Director*

Mr. Levy is the founder and former CEO & Chairman of Norsemont Mining (TSX: NOM), which he grew from a market capitalization of \$1 million to over \$100 million in less than two years. In the past 4 years he has directly raised over \$50 million in the resource and technology sectors. His dynamic personality, excellent communication skills and vision have contributed to his strong track record of success, and he brings over 18 years of management and leadership experience in both private and public company businesses.

Prior to his tenure with Norsemont Mining, he held senior management positions with other private and public companies. He was Director of Sales for IP Applications Corp. where he was responsible for increasing sales by over 500%. He was Director of Sales at Look Communications (previously ID Internet Direct) which grew from a market capitalization of \$20 million to \$1.5 billion. He is also a Director of Lornex Capital Inc., Remstar Resources Ltd., Milk Capital Corp., Rio Silver Exploration, Sparrow Ventures Corp., Mosam Ventures Inc. and Advisor to Emerge Worldwide

Solutions Inc..

Arni Johannson, *Director*

Arni Johannson has 20 years of experience in the Canadian capital markets. His focus has been to build assets and senior management teams in companies he is invested in while executing a defined business plan. Mr. Johannson was the founder and architect behind Titan Uranium (TSX.V:TUE - www.titanuranium.com) and cofounded The Fortress Group (Fortress Paper - TSX:FTP - www.fortresspaper.com). He also serves as a director for a number of public companies including Mega Uranium (TSX:MGA - www.megauranium.com), Lions Gate Metals (TSX.v:LGM) and Enderby Entertainment located in Los Angeles, CA.

Sponsorship of Qualifying Transaction:

Sponsorship of a Qualifying Transaction of a Capital Pool company is required by the TSX-V unless exempt in accordance with the policies of the TSX-V. The Company will apply for an exemption from sponsorship requirements on the basis that the transaction is a Canadian-based resource venture and as such falls within the sponsorship exemptions of the TSX-V policies. However, there is no assurance the Company will obtain this exemption.

Conditions of the Transaction:

Completion of the transaction is subject to a number of conditions including, but not limited to, TSX-V acceptance and, if required by TSX-V policies, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

In accordance with TSX-V policy, the Company's shares are currently halted from trading and will remain so until such time as the TSX-V determines, which, depending on the policies of the TSX-V, may not occur until the completion of the transaction.

Robert McLeod, PGeo, Vice-President of Exploration for Full Metal and a qualified person as defined by NI 43-101, prepared and approved the information contained in this news release.

**ON BEHALF OF THE BOARD OF DIRECTORS OF
SPARROW VENTURES CORP.**

“Marc Morin”

Marc Morin
CEO, Director

The TSX Venture Exchange has not reviewed this news release and does not accept responsibility for the adequacy or accuracy of this release. The TSX-V has neither approved nor disapproved the

contents of this news release.