

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

PANTHEON VENTURES LTD. (the "**Company**")
Suite 2000 – 1177 West Hastings Street
Vancouver, British Columbia
V6E 2K3

Tel: (604) 669-2279

Fax: (604) 602-1606

ITEM 2. DATE OF MATERIAL CHANGE

January 9, 2013

ITEM 3. NEWS RELEASE

Disseminated on January 9, 2013 and distributed through the facilities of Stockwatch, Market News, and other dissemination services.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On January 9, 2013 the Company announced the resignation of Mitchell Adam as Director, President and CEO of the Company. Mr Adam was replaced by David Grandy as Chief Executive Officer of the Company.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

Please see attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: David Grandy, Chief Executive Officer
Telephone: (604) 669-2279

ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 21st day of January, 2013.



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Tel: 604-669-2279 Fax: 604-602-1606

January 9, 2013

TSX-V: PVX

David Grandy appointed as CEO of Pantheon Ventures Ltd.

Pantheon Ventures Ltd. (TSX-V: PVX) ("Pantheon" or the "Company") is pleased to announce the appointment of David Grandy as CEO of the Company. Mr. Grandy is one of the founding directors of Pantheon and has over 20 years of experience in the public finance markets.

Mr. Mitchell Adam has resigned as Director, President and CEO of the Company. The Board of Directors would like to thank Mr. Adam for his contribution to the Company and wish him the best with future endeavours.

On behalf of the Board of Directors

PANTHEON VENTURES LTD.

"David Grandy"

David Grandy
CEO, Director

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