

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

June 5, 2013

ITEM 3. NEWS RELEASE

Disseminated on June 6, 2013 and distributed through the facilities of Stockwatch, Market News, and other dissemination services.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On June 5, 2013, Adrian Smith was appointed as a director 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: Brett Matich, Chief Executive Officer
Telephone: (604) 669-2279

ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 10th day of June, 2013.



Suite 2000 – 1177 West Hastings Street, Vancouver, BC Canada V6E 2K3
Tel: 604-669-2279 Fax: 604-602-1606

June 6, 2013

TSX-V: PVX

Adrian Smith Joins the Board of Pantheon Ventures Ltd.

Pantheon Ventures Ltd. (TSX-V: PVX) ("Panthéon" or the "Company") is pleased to announce the appointment of Adrian Smith as director of the Company effective June 5, 2013.

Mr. Smith, B.Sc., is currently a director of Touchdown Resources Ltd. and Natan Resources Ltd. Mr. Smith also acts as the Consulting Geologist through the privately owned company Divitiae Resources Ltd.

Adrian Smith began working for Canadian junior exploration companies in 2007. Mr. Smith worked as an Underground Mining Geologist in the Shasta Gold-Silver American Tungsten Corp. at the Cantung Mine during their 2010 production start-up where he was involved in successfully identifying, modeling, and producing ore in addition to the known reserves. Since then Mr. Smith has taken his mining and exploration experience from underground and applied it to mineral exploration projects throughout Canada with several exploration companies including Parlane Resource Corp, Redhill Resources Corp, and Cap-Ex Iron Ore Ltd.

Mr. Smith graduated from Simon Fraser University with a Bachelor of Science degree specializing in Geology, has been a member of APEG BC since 2008 and is currently working on obtaining his P.Geo designation.

On behalf of the Board of Directors

PANTHEON VENTURES LTD.

"Brett Matich"

Brett Matich
Chief Executive Officer

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