

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

ITEM 1 Name and Address of Company:

Pantheon Ventures Ltd.
302 – 1620 West 8th Avenue
Vancouver, BC V6J 1V4

ITEM 2 Date of Material Change:

June 24, 2015.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on June 24, 2015.

ITEM 4 Summary of Material Change:

Pantheon Ventures Ltd. ("**Pantheon**" or the "**Company**") announced that it has entered into a letter agreement dated as of June 23, 2015 (the "Letter Agreement") which contemplates an arm's length business combination (the "Transaction") with Moovly NV ("Moovly"). Upon completion of the Transaction, the combined entity ("Newco") is expected to be classified as a Technology Issuer under the policies of the TSX Venture Exchange and would focus on expanding Moovly's current business operations internationally and further develop its technology platform. Newco will be capitalized with the proceeds from a private placement financing planned in connection with the Transaction (see "Summary of the Proposed Transaction" in the press release attached hereto).

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

5.2 – Disclosure for Restructuring Transactions:

Not applicable.

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

Not Applicable.

ITEM 7 Omitted Information:

No material information has been omitted from this material change report on the basis that it is confidential information.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Brandon Boddy, Director
Telephone: (604) 787-1432

ITEM 9 Date of Report:

DATED as of June 24, 2015.

**PANTHEON VENTURES ANNOUNCES
EXECUTED LETTER OF INTENT REGARDING BUSINESS COMBINATION**

Vancouver, British Columbia – June 24, 2015 – Pantheon Ventures Ltd. ("Pantheon") (TSXV: PVX) is pleased to announce that, following a period of negotiations, it has entered into a letter agreement dated as of June 23, 2015 (the "Letter Agreement") which contemplates an arm's length business combination (the "Transaction") with Moovly NV ("Moovly").

About Moovly

Moovly is a private company that was organized under the laws of Belgium in 2012 with the intent to democratize animated videos and other multimedia content. The company has developed a cloud-based digital media and content creation platform which it exploits via a Freemium SaaS (Software as a Service) business model internationally. Clients include consumers, students, educational institutions, start-ups, SMEs and large blue chip corporations. For detailed information regarding Moovly, please refer to its website at www.moovly.com.

The table below sets forth certain selected financial information for Moovly for the periods indicated.

	As at the three months ended March 31, 2015 (unaudited) CDN\$	As at the year ended December 31, 2014 (unaudited) CDN\$	As at the year ended December 31, 2013 ⁽¹⁾ (unaudited) CDN\$
Total Revenue	\$85,030	\$209,955	\$38,500
General & Administrative Expenses	\$217,370	\$510,980	\$535,340
Net Income (Loss)	(\$192,500)	(\$468,295)	(\$516,290)
Total Assets	\$535,990	\$772,500	\$461,235
Total Liabilities	\$75,910	\$119,930	\$175,520
Retained Earnings (Deficit)	(\$1,177,085)	(\$984,590)	(\$516,290)

Note:

(1) Reflects the period from incorporation on November 6, 2012 to December 31, 2013.

About the Combined Entity

Upon completion of the Transaction, the combined entity ("Newco") is expected to be classified as a Technology Issuer under the policies of the TSX Venture Exchange and would focus on expanding Moovly's current business operations internationally and further develop its technology platform. Newco will be capitalized with the proceeds from a private placement financing planned in connection with the Transaction (see "Summary of the Proposed Transaction" below).

Summary of the Proposed Transaction

The Letter Agreement contemplates the following proposed terms of the Transaction:

- Other than 5,625 common shares, Moovly shall have no other securities issued and outstanding immediately prior to the completion of the Transaction;
- Moovly shall be entitled to arrange for arm's length investors to lend the euro equivalent of CDN\$500,000 to Moovly (in aggregate, the "Moovly Loan"), such Moovly Loan to bear interest at a rate of 4% per annum,

- Pantheon shall complete a share consolidation on a proposed 2 new for 3 old basis, such that, after completing the share consolidation (and prior to completion of the private placement financing), Pantheon shall have (i) approximately 11,200,000 common shares issued and outstanding, and (ii) approximately 9,888,889 warrants to purchase Pantheon common shares at a price of CDN\$0.15 per share exercisable until January 31, 2017 (the "Existing Pantheon Warrants");
- after completion of the share consolidation, Pantheon shall complete an arm's length private placement of units for gross proceeds of approximately CDN\$2,500,000, with each unit being issued at a price of CDN\$0.15 per unit and comprised of one Pantheon common share and one warrant to purchase a Pantheon common share at a price of CDN\$0.25 per share for a period of one year from the date of issuance (the "New Pantheon Warrants");
- upon completion of the Transaction, each Pantheon shareholder shall receive consideration comprised of one common share of Newco and each Moovly shareholder shall receive consideration comprised of 9,476.43 common shares of Newco;
- upon completion of the Transaction, the Moovly Loan shall be settled in full by the issuance of units of Newco at a deemed price of CDN\$0.15 per unit, with each unit being comprised of one common share of Newco and one warrant to purchase a common share of Newco at a price of CDN\$0.25 per share for a period of one year from the date of issuance (the "Newco Warrants"); and
- the current stock option plan of Pantheon shall continue to be the stock option plan for Newco and no stock options shall be granted under the Plan until after completion of the Transaction with the approval of the board of directors of Newco.

Following completion of all the terms and conditions above, it is expected that Newco will have approximately 84,505,000 common shares issued and outstanding. Of these common shares, approximately 53,305,000 common shares will be held by former shareholders of Moovly, approximately 11,200,000 common shares will be held by former shareholders of Pantheon, 16,666,666 common shares will be held by investors who participate in the private placement financing and 3,333,333 common shares will be held by the former lenders of the Moovly Loan. In addition, there will be approximately 9,888,889 Existing Pantheon Warrants, 16,666,666 New Pantheon Warrants and 3,333,333 Newco Warrants issued and outstanding.

A finder's fee may be payable in connection with the Transaction in accordance with the policies of the TSX Venture Exchange.

Notwithstanding the above, the Letter Agreement provides that the final structure of the Transaction will be determined once all of the tax, corporate and securities laws issues have been reviewed in detail. Further information will be disseminated in a subsequent news release as soon as further details are available regarding the definitive terms of the Transaction.

Conditions Precedent

The Transaction is subject to a number of conditions precedent including, without limitation, completion of satisfactory due diligence, receipt of all required corporate and regulatory approvals (including shareholder approval and the approval of the TSX Venture Exchange), and the negotiation and execution of Transaction and financing documents.

Proposed Directors and Officers

Newco will also have a new board of directors comprised of Brendon Grunewald, Geert Coopens, Wayne Tisdale, Brandon Boddy and one other director to be determined prior to the completion of the Transaction. Newco will also have a new management team led by Brendon Grunewald as President and Chief Executive Officer and Geert Coopens as Chief Technology Officer and Leah Martin will be appointed as Corporate Secretary. It is expected that a new Chief Financial Officer will be appointed by the board of directors of Newco upon completion of the Transaction, which

appointment shall be approved by the Chief Executive Officer. Set forth below is information on each individual that is currently anticipated to be a director or officer of Newco upon completion of the Transaction.

Brendon Grunewald
President & CEO, Director

Mr. Brendon Grunewald has over 20 years of experience in funding and building technology based businesses in a number of sectors. Prior to co-founding Moovly, Mr. Grunewald ran E6Ventures, an early stage VC fund, after working for several years in corporate finance and interim management. Prior to that, Mr. Grunewald co-founded and was CEO of Sinfilo, which was sold to Telenet in 2003. Prior to that, Mr. Grunewald worked for several years at Siemens and spent 14 months in Antarctica as a research scientist. Brendon holds an MBA and a BSc. Hons. degrees.

Geert Coppens
Chief Technology Officer, Director

Mr. Geert Coppens has over 25 years of experience in the internet and multimedia sector. Prior to co-founding Moovly, he was founder (2001) and CEO of Instruxion, a Brussels-based digital agency focusing on creating state-of-the-art custom multimedia content for Fortune-500 companies. Prior to Instruxion, Mr. Coppens ran the EMEA training organization of Cisco Systems. Mr. Coppens holds a Master of Engineering from the University of Leuven, Belgium.

Wayne Tisdale
Director

Mr. Tisdale has 40 years of experience in resource financing, exploration and development. He runs his own merchant banking company and sits on the Board of Directors of a number of private and public companies including Declan Resources Inc., Kerr Mines Inc., Opal Energy Corp. and Suparna Gold Corp. Over his career, Mr. Tisdale has raised over \$2bn of both equity and debt financing and has been instrumental in founding a range of highly successful companies.

Brandon Boddy
Director

Mr. Boddy has over 9 years of finance and capital market experience. He formerly worked as an investment advisor at Jordan Capital Markets and Canaccord Capital Corp., Canada's largest independent securities dealer covering the North American capital markets specializing in developing, restructuring and financing venture capital companies. Mr. Boddy attended the University of New Orleans studying Business Administration and finished his Degree at British Columbia Institute of Technology. Mr. Boddy is currently a director of Pantheon and Opal Energy Corp.

Leah Martin
Corporate Secretary

Ms. Martin has over 11 years of experience in corporate compliance and administration of public and private companies. She is Corporate Secretary of Opal Energy Corp., Declan Resources Inc., Suparna Gold Corp., eShippers Management Ltd. and CellStop Systems Inc. Ms. Martin has an Associate of Arts from Capilano University, has completed the Corporate Governance course through the Canadian Securities Institute and is a member of the Canadian Society of Corporate Secretaries and Institute of Corporate Directors.

Shareholder Approval and Sponsorship

The Transaction is anticipated to constitute a change of business and/or a reverse takeover in accordance with the policies of the TSX Venture Exchange and, as such, it is expected that approval of the shareholders of Pantheon will be required. In addition, unless a waiver is granted by the TSX Venture Exchange, the Transaction will also require that Newco be sponsored by a participating organization of the TSX Venture Exchange. If a waiver is not granted, Pantheon will engage a sponsor to fulfil the sponsorship requirements.

Resumption of Trading and Further News

Trading of the common shares of Pantheon has been halted and will remain halted pending the satisfaction of all applicable requirements of the TSX Venture Exchange. Pantheon will issue a further new release as soon as further details are available regarding the definitive terms of the Transaction and the resumption of trading.

For further information please contact:

Pantheon Ventures Ltd.
Brandon Boddy, Director
Tel: (604) 787-1432

Reader Advisory

This press release should not be considered a comprehensive summary of the Transaction. Additional information required by the TSX Venture Exchange will be disseminated at a future date following a satisfactory review by the TSX Venture Exchange.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSX Venture Exchange acceptance and disinterested shareholder approval. 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.

Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Pantheon should be considered highly speculative.

Trading of the common shares of Pantheon will remain halted pending receipt and review by the TSX Venture Exchange of acceptable documentation regarding Newco following completion of the Transaction. The proposed Transaction has not been approved by the TSX Venture Exchange and remains subject to TSX Venture Exchange approval.

This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. More particularly and without limitation, this news release contains forward looking statements and information with respect to timing and completion of the due diligence relating to the Transaction, the proposed terms of the Transaction, the entering into of the Transaction and financing documents, the timing, size and completion of a planned private placement financing, the satisfaction of the conditions precedent to the Transaction (including shareholder approval and the receipt of TSX Venture Exchange approval), the proposed timing and completion of the Transaction, Newco's business, the engagement of a sponsor and the resumption of trading. The forward-looking statements and information are based on certain key expectations and assumptions made by Pantheon, including expectations and assumptions concerning the results of its due diligence review of the business of Moovly, the ability to obtain shareholder and TSX Venture Exchange approval, the satisfaction of all other conditions to the completion of the Transaction and that Newco can continue to commercialize its products and there is a continued demand for its products. Although Pantheon believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward looking statements and information because Pantheon can give no assurance that they will prove to be correct.

By its nature, such forward-looking information is subject to various risks and uncertainties, which could cause the actual results and expectations to differ materially from the anticipated results or expectations expressed. These risks and uncertainties, include, but are not limited to, the results of the due diligence review of the business of Moovly being less than satisfactory, Pantheon being unable to obtain the required TSX Venture Exchange approval, the failure to complete the proposed private placement financing, that the proposed directors and officers of Newco are unable to serve as directors and officers of the Newco and the Newco cannot continue to commercialize its products or demand for its products decreases or disappears. Some other risks and factors that could cause the results to differ materially from those expressed in the forward-looking information also include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, unanticipated operating events; failure to obtain any necessary third party consents and approvals, if and when required; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; competition for, among other things, capital and skilled personnel; changes in tax laws; and the other factors. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date hereof, and to not use such forward-looking information for anything other than its intended purpose. Pantheon undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.