

## **PANTHEON VENTURES ANNOUNCES EXECUTED DEFINITIVE AGREEMENT WITH MOOVLY NV**

Vancouver, British Columbia – December 8, 2015 – Pantheon Ventures Ltd. ("**Pantheon**") (TSXV: PVX) is pleased to announce that, further to its press release of June 24, 2015, it has entered into a definitive share purchase agreement dated as of December 3, 2015 (the "**Agreement**") with Moovly NV ("**Moovly**") and all of the Moovly shareholders, pursuant to which Pantheon proposes to acquire all of the issued and outstanding shares (the "**Moovly Shares**") of Moovly (the "**Transaction**") in exchange for common shares of Pantheon (the "**Pantheon Shares**").

### **About Moovly**

Moovly was created with the intent to democratize animated videos and other multimedia content. The Moovly founders recognized the growing market demand of end-users for the ability to create their own animated videos and other rich multimedia content without incurring the high cost of traditional agency fees to have those products made for them. It is with that vision that the Moovly founders set out to create a platform that allows everyone to create animated videos and other rich multimedia content in just a few clicks. Moovly began product development towards the end of 2012 and launched the first version of its commercial cloud-based digital media and content creation platform at the end of 2013 which it exploits via a Freemium SaaS (Software as a Service) business model internationally. Clients include consumers, students, educational institutions, start-ups, SMEs, brands and large blue chip multinational corporations.

Moovly allows anyone to create rich multimedia content, either from scratch or using Moovly's templates, without the need to be a multimedia expert. Furthermore, any content created using Moovly's platform can be easily adapted, translated, updated and modified, significantly increasing the ROI (return on investment) of the user. Using a drag and drop interface, users can compose and animate graphical objects and synchronize these with sound (voice or music) using a simple timeline. Moovly also features an API (application programming interface) that can be used by third parties for semi and fully automatic video generation (e.g. for brand campaigns, user generated content contests or other content creation applications). Brands and large enterprises can fully customize Moovly to use with their own custom graphical libraries, fonts and color sets.

Even though Moovly has achieved commercialization of its product, the product remains under constant development to expand its possibilities and to expand the platform to other devices to reach the widest possible audience. Moovly also continues to strive to make creating and generating rich multimedia content as easy and cost effective as possible.

Moovly is a private company that was organized under the laws of Belgium in 2012. It currently has offices in Belgium and intends to establish North American offices in 2016 as it expands its commercial operations.

Pantheon's press release of June 24, 2015 contained certain selected financial information for Moovly. For purposes of the Agreement, Pantheon has relied on: (i) annual accounts of Moovly for the years ended December 31, 2013 and 2014 that have been approved by Moovly shareholders, certified by Moovly's accountant and filed with applicable authorities in Belgium; and (ii) management prepared unaudited statements for the interim period ended September 30, 2015 that have been reviewed by Moovly's accountant. Audited financial statements for the years ended December 31, 2013 and 2014 and interim statements for the period ended September 30, 2015 are currently being prepared in accordance with IFRS and will be included in the management information circular to be provided to Pantheon's shareholders in connection with the approval of the Transaction.

For additional information regarding Moovly, please refer to its website at [www.moovly.com](http://www.moovly.com).

## About the Combined Entity

Upon completion of the Transaction, Pantheon 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.

## Summary of the Proposed Transaction

The Transaction will be completed on an arm's length basis and contemplates the following proposed terms:

- as soon as practicable following the execution of this Agreement, Pantheon shall complete a private placement of units for gross proceeds of up to CDN\$500,000 (the "**Bridge Financing**"), with each unit being issued at a price of CDN\$0.10 per unit and comprised of one Pantheon Share and one warrant to purchase a Pantheon Share at a price of CDN\$0.10 per share for a period of one year from the date of issuance (the "**Bridge Financing Warrants**");
- the net proceeds of the Bridge Financing shall be used primarily to provide Moovly with a loan in the principal amount of up to CDN\$450,000 bearing interest at a rate of 4% per annum (the "**Bridge Loan**"), such loan to be provided concurrent with the completion of the Bridge Financing;
- immediately prior to the closing of the Transaction (and prior to completion of the Transaction Financing (as defined below)), Pantheon shall complete a share consolidation on a 2 new for 3 old basis (the "**Share Consolidation**") such that, after completing the Share Consolidation, Pantheon shall have (i) not more than 14,521,378 Pantheon Shares issued and outstanding, (ii) not more than 9,888,889 warrants outstanding to purchase 9,888,889 Pantheon Shares at a price of CDN\$0.15 per share exercisable until January 31, 2017 (the "**Existing Pantheon Warrants**"), and (iii) not more than 3,333,333 Bridge Financing Warrants to purchase 3,333,333 Pantheon Shares at a price of CDN\$0.15 per share exercisable for a period of one year from the date of issuance;
- prior to the closing of the Transaction (but after completion of the Share Consolidation), Pantheon shall complete an arm's length private placement of units for gross proceeds of not less than an amount that the aggregate proceeds of such private placement together with the aggregate principal amount of the Debentures (as defined below) and the aggregate amount of the Bridge Loan shall not be less than \$3,600,000 (the "**Transaction Financing**"), with each unit being issued at a price of CDN\$0.15 and comprised of one Pantheon Share and one warrant to purchase a Pantheon Share (the "**Transaction Warrants**"). Each Transaction Warrant shall be exercisable at a price of CDN\$0.25 per share for a period of one year from the date of issuance (unless otherwise agreed to by the parties);
- upon closing of the Transaction, Moovly's three unsecured convertible debentures dated June 23, 2015 in the aggregate principal amount of €300,994.49 (the "**Debentures**") will be settled in full effectively by the issuance of units of Pantheon at a deemed price of CDN\$0.15 per unit, with each unit being comprised of one Pantheon Share and one warrant to purchase a Pantheon Share (the "**Debenture Warrants**"), each such warrant being exercisable at a price of CDN\$0.25 per share for a period of one year from the date of issuance (unless otherwise agreed to by the parties); and
- upon completion of the Transaction, each Moovly Share shall be acquired by Pantheon in consideration for 9,476.43 Pantheon Shares.

Following completion of all the terms and conditions above, it is expected that Pantheon will have approximately 88,493,044 Pantheon Shares issued and outstanding. Of these Pantheon Shares, approximately 53,305,000 Pantheon Shares will be held by former shareholders of Moovly, approximately 14,521,378 Pantheon Shares will be held by former shareholders of Pantheon, approximately 17,333,333 Pantheon Shares will be held by investors who participate in the Transaction Financing and approximately 3,333,333 Pantheon Shares will be held by the former holders of the Debentures. In addition, there will be approximately 9,888,889 Existing Pantheon Warrants, 3,333,333 Bridge Financing Warrants, 17,333,333 Transaction Warrants and 3,333,333 Debenture Warrants issued and outstanding.

On the closing of the Transaction, Pantheon shall make payment of a finder's fee to Galloway Financial Services Inc. in an amount up to the maximum amount permitted by the policies of the TSX Venture Exchange, such finder's fee to be satisfied by the issuance of Pantheon Shares at a price of CDN\$0.15 per share.

### **Conditions Precedent**

The Transaction is subject to a number of conditions precedent including, without limitation, receipt of all required corporate and regulatory approvals (including shareholder approval and the approval of the TSX Venture Exchange).

### **Proposed Directors and Officers**

Pantheon will also have a new board of directors comprised of Brendon Grunewald, Geert Coppens, Michelle Gahagan, Brandon Boddy and one other director to be determined prior to the completion of the Transaction. Pantheon will also have a new management team led by Brendon Grunewald as President and Chief Executive Officer and Geert Coppens as Chief Technology Officer. 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 Pantheon 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 Pantheon 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.

**Michelle Gahagan**  
**Director**

Ms. Gahagan is currently a principal of a privately-held merchant bank based in Vancouver and London. Prior to the commencement of her involvement in merchant banking eight years ago, Ms. Gahagan graduated from Queens University Law School and practiced corporate law for 20 years. Ms. Gahagan has extensive experience advising companies with respect to international tax-driven structures, mergers and acquisitions.

**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, 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 Pantheon 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.

### **Bridge Financing**

As noted above, Pantheon proposes to complete the Bridge Financing for gross proceeds of up to CDN\$500,000, with each unit under the Bridge Financing being issued at a price of CDN\$0.10 per unit and comprised of one Pantheon Share and one Bridge Financing Warrant. The net proceeds of the Bridge Financing will be used primarily to provide the Bridge Loan to Moovly of approximately CDN\$450,000 in order for Moovly to continue to pursue certain business projects pending completion of the Transaction. The Bridge Loan will bear interest at a rate of 4% per annum and will be unsecured. Subscribers to the Bridge Financing should be aware that there are significant risks associated with an investment in the Bridge Financing and this investment is only suitable to subscribers who are able to bear the economic risk of loss of their entire investment. Each Subscriber is encouraged to obtain such legal and investment advice as it considers appropriate in connection with its participation in the Bridge Financing.

### **Resumption of Trading and Further News**

Trading of the Pantheon Shares 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 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 Pantheon 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 Bridge Financing, the Bridge Loan, the Share Consolidation and the Transaction 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, Pantheon'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 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 Moovly 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, Pantheon being unable to obtain the required TSX Venture Exchange approval, the failure to complete the proposed Bridge Financing and/or Transaction Financing, that the proposed directors and officers of Pantheon are unable to serve as directors and officers of the Pantheon and the Moovly 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.*