

**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:

January 8, 2016.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on January 8, 2016.

ITEM 4 Summary of Material Change:

Pantheon Ventures Ltd. ("**Pantheon**" or the "**Company**") announced that it has completed the first tranche of its previously announced private placement of units (each, a "**Unit**"). Pantheon initially announced that it proposed to issue up to 5,000,000 Units at a price of CDN\$0.10 per Unit for gross proceeds of up to CDN\$500,000. The private placement was oversubscribed and, as a result, Pantheon increased the size of the offering. Under the first tranche of the private placement, a total of 7,225,000 Units were issued at a price of \$0.10 per Unit for gross proceeds of \$722,500. It is expected that a second tranche of the private placement for gross proceeds of \$150,000 will be completed within the next week.

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) 639-4486

ITEM 9 Date of Report:

DATED as of January 8, 2016.

PANTHEON VENTURES COMPLETES FIRST TRANCHE OF FINANCING

Vancouver, British Columbia – January 8, 2016: Pantheon Ventures Ltd. ("**Pantheon**" or the "**Company**") (TSXV: PVX) is pleased to announce that it has completed the first tranche of its previously announced private placement of units (each, a "**Unit**"). Pantheon initially announced that it proposed to issue up to 5,000,000 Units at a price of CDN\$0.10 per Unit for gross proceeds of up to CDN\$500,000. The private placement was oversubscribed and, as a result, Pantheon increased the size of the offering. Under the first tranche of the private placement, a total of 7,225,000 Units were issued at a price of \$0.10 per Unit for gross proceeds of \$722,500. It is expected that a second tranche of the private placement for gross proceeds of \$150,000 will be completed within the next week.

Each Unit is comprised of one common share in the capital of Pantheon (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per share for a period of one year from the date of issuance. In connection with the completion of the first tranche of the private placement, Pantheon paid aggregate cash finder's fees in the amount of \$700 to eligible finders who introduced subscribers to the private placement. All of the securities issued under the private placement are subject to a four month resale restriction.

The net proceeds of the financing are being used primarily to provide Moovly NV with an unsecured bridge loan in the principal amount of up to CDN\$600,000 bearing interest at a rate of 4% per annum. Pantheon has advanced the principal amount of CDN\$450,000 to Moovly NV with the balance of the loan to be advanced upon completion of the second tranche of the private placement. The loan is being provided to Moovly NV in order to enable Moovly NV to continue to pursue certain business projects pending completion of its business combination with Pantheon.

Trading of the Common 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.

Brandon Boddy, Director of Pantheon, states "We are very pleased to have nearly doubled our proposed financing in a challenging market environment with much support coming from existing Moovly NV and Pantheon shareholders. Moovly NV continues to grow at a rapid month over month pace while adding blue chip clients to its state of the art video creation platform. We would like to thank our shareholders for their support and look forward to providing future updates."

For further information please contact:

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

Reader Advisory

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 the proposed use of net proceeds from the private placement of Units, the timing and completion of the

second tranche of the private placement and the resumption of trading. The forward-looking statements and information are based on certain key expectations and assumptions made by Pantheon. 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 business combination with Moovly NV, 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.

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.