

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

PANTHEON RESOURCES LTD.

Suite 2000 - 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3

Brett Matich: bmatich@matich.ca

T: (604) 669-2279 F: (604) 602-1606

www.pantheon-resources.com

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

N/A

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting Issuer: British Columbia, Alberta and Ontario

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

N/A

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

August 21st, 2013

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common Shares

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

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- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

NI 45-106 S 2.14

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	10	\$0.074	\$301,669.04
Alberta	1	\$0.074	\$ 2,688.00
Total number of Purchasers	11		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$304,357.04

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers*Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Michael Waldkirch & Company Inc. 200-6751 Westminster Hwy. Richmond, BC V7C 4V4 Contact: Michael Waldkirch T: 604-273-6955 ext 223	R	156,944 Common Shares	\$ 11,613.82	NI 45-106 S 2.14	2013-08-21
W.L. Macdonald Law Corporation, 400-570 Granville Street, Vancouver, BC, V6C 3P1 Contact: Bill Macdonald T: 604-648-1670	R	270,010 Common Shares	\$ 19,980.75	NI 45-106 S 2.14	2013-08-21
Adnet Communications Inc. 401-510 West Hastings Street Vancouver, BC, V6S 1L8 Contact: Kent Kirby T: 604-669-2041	R	71,286 Common Shares	\$ 5,275.20	NI 45-106 S 2.14	2013-08-21
Mardu Investments Ltd. 389 Moyne Drive, West Vancouver, BC V7S 1J7 Contact: Brett Matich T: 604-365-1522	I	255,405 Common Shares	\$ 18,900.00	NI 45-106 S 2.14	2013-08-21
SCM Consulting Corp. 2503-1211 Melville Street Vancouver, BC, V6E 0A7 Contact: Sean McGrath T: 604-669-9553	R	427,527 Common Shares	\$ 31,637.01	NI 45-106 S 2.14	2013-08-21
MB Service Corp. AC# 1FWS60A0 (Raymond James), 1500-1055 West Georgia Street, Vancouver, BC V6E 4N7 Contact: Des Balakashnan T: 604-689-9111	R	850,000 Common Shares	\$ 62,800.44	NI 45-106 S 2.14	2013-08-21
Tarmac Management Ltd. 608-1199 West Pender Street, Vancouver, BC V6E 2R1 Contact: Joan Purdy T: 604-687-0300	R	270,270 Common Shares	\$ 20,000.00	NI 45-106 S 2.14	2013-08-21

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A						

Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: August 21st, 2013

Pantheon Ventures Ltd.

Name of [issuer/underwriter] (please print)

Brett Matich, President & CEO, Phone: 604-669-2279

Print name, title and telephone number of person signing

"Brett Matich"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Brian Morrison, Administrator, Phone: 604-669-2279

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581