

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:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

Pantheon Ventures Ltd. (the "issuer")
302 – 1620 West 8th Avenue
Vancouver, B.C., V6J 1V4
Ph: (604) 639-4450
Email: mikeblady@gmail.com

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.

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.

The issuer is a reporting issuer in the Provinces of 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.

Not applicable.

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 \$)
Not Applicable			

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.

January 30, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units. Each unit consists of one common share and one share purchase warrant.

- 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

14,833,333 units at \$0.03 per unit, each unit consists of one common share and one share purchase warrant exercisable into one common share at \$0.10 per share until January 30, 2017.

- 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.

Not applicable

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	27	\$0.03	\$372,600
Alberta	2	\$0.03	\$45,600
Ontario	1	\$0.03	\$3,000
United Kingdom	1	\$0.03	\$10,000
Malta	1	\$0.03	\$22,800
Total number of Purchasers	32		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$454,000

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

- (1) \$0.03 per unit, each unit consists of one common share and one share purchase warrant which is exercisable into one common share at \$0.10 per share until January 30, 2017.

Item 8:

Item 9: 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 ⁽¹⁾	Exemption Relied On	Date of Distribution
Galloway Financial Services Inc. Portomaso 1693, San Giljan, Paceville, Malta, STJ06 +44 777 1605759 Wayne Tisdale		760,000	\$22,800	Section 2.3 of NI 45-106	January 30, 2015
0964808 B.C. Ltd. 103 – 1221 Homer Street, Vancouver, B.C., V6B 1C5 778 870 8443 Dale Prentice		168,000	\$5,040	Section 2.5 of NI 45-106	January 30, 2015
Mardu Investments Ltd. 389 Moyne Drive, West Vancouver, B.C., V7S 1J7 604 365 1522 Brett Matich	I	1,383,667	\$41,510	Section 2.3 of NI 45-106	January 30, 2015
Tulamene Investments Ltd. 6569 Kempson Crescent, Delta, B.C., V4E 1R6 604 328 0452 Harley Mayers	R	600,000	\$18,000	Section 2.3 of NI 45-106	January 30, 2015

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 ⁽¹⁾	Exemption Relied On	Date of Distribution
Sutton Ventures Ltd. 44486 Monte Vista Drive, Sardis, B.C., V2R 5T2 Brayden Sutton		333,333	\$10,000	Section 2.3 of NI 45-106	January 30, 2015

(1) \$0.03 per unit, each unit consists of one common share and one share purchase warrant which is exercisable into one common share at \$0.10 per share until January 30, 2017.

Commissions and finder's fees

Item 10: 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)	
PI Financial Corp. 1900 - 666 Burrard Street, Vancouver, B.C., V6C 3N1	R	\$1,800				\$1,800
Canaccord Genuity Corp. 2200-609 Granville Street, Vancouver, B.C., V7Y 1H2	R	\$180				\$180
Jordan Capital Markets Inc. 1920 - 1075 W. Georgia Street, Vancouver, B.C., V6E 3C9	R	\$840.60				\$840.60

Certificate

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

Date: February 3, 2015

Pantheon Ventures Ltd.
Name of issuer (please print)

Mike Blady, 604.639.4450
Print name, title and telephone number of person signing

"Mike Blady"
Signature

Item 11: 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.

Not applicable

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