

ROMIOS GOLD RESOURCES INC.
17 Didrickson Drive
Toronto, Ontario
M2P 1J7

FILED VIA SEDAR

Ontario Securities Commission
19th Floor
20 Queen Street West
Toronto, Ontario
M5H 3S8

Canadian Venture Exchange
Suite 600, 6th Floor
130 King Street West
Toronto, Ontario
M5X 1E5

Attention: Continuous Disclosure

Attention: Market Operations

Alberta Securities Commission
10025 Jasper Avenue
19th Floor
Edmonton, Alberta
T5J 3Z5
Attention: Continuous Disclosure

British Columbia Securities Commission
Suite 1100
865 Hornby Street
Vancouver, B.C.
V6Z 2H4
Attention: Continuous Disclosure

Dear Sirs/Mesdames:

Re: Material Change Report

1. The name of the reporting issuer is **Romios Gold Resources Inc.** (the "Company") whose principal office is at 17 Didrickson Drive, Toronto, Ontario, M2P 1J7.
2. The material change occurred on December 4, 2000.
3. The Press Release was published at Toronto on the Canadian Corporate News Inc. newswire on December 4, 2000.
4. The Company announced that its annual and special meeting of shareholders would be held on Thursday, December 14, 2000 at Suite 1515, 390 Bay Street, Toronto, Ontario, M5H 2Y2 at 10:00 a.m..
5. At the meeting shareholders will be presented with financial statements for the years ended June 30, 2000 and June 30, 1999 and will be asked to elect directors and appoint auditors for the ensuing year.

Shareholders will also be asked to approve to the repricing of 246,554 directors stock options from their current exercise prices of between \$0.57 and \$0.59 per share to \$0.30 per share as well as to approve certain amendments to the Company's stock option plan to comply with the rules of the Canadian Venture Exchange.

Finally shareholders will be asked to provide advance approvals for future private placements and debt settlements.

6. The report is not being filed on a confidential basis in reliance on Section 75(3) of the Ontario Securities Act.
7. No information is omitted because it is to be kept confidential.

8. Tom Drivas, President and a director of the Company, may be contacted at (416) 221-0411 for further information concerning this report.
9. The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 6th day of December, 2000.

“William R. Johnstone”

WILLIAM R. JOHNSTONE
Secretary

F:\WPDOC\PUBLIC\MCR\RGRI 2kASM.wpd
Sedarfil\RGRI\MCR0612