

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

TSX Venture Exchange
3rd Floor
130 King Street West
Toronto, Ontario
M5X 1E5

Attention: Continuous Disclosure

Attention: Market Operations

Alberta Securities Commission
4th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

British Columbia Securities Commission
12th Floor, Pacific Centre
701 W. Georgia Street
Vancouver, B.C., V7Y 1L2

Attention: Continuous Disclosure

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Dear Sirs/Mesdames:

Re: Material Change Report

1. The name of the reporting issuer is **Romios Gold Resources Inc.** ("Romios" or the "Company") whose principal office is at 17 Didrickson Drive, Toronto, Ontario, M2P 1J7.
2. The material change occurred on February 9, 2004.
3. A press release was published at Toronto on the CCN Matthews Newswire - TSX Venture Disclosure Wire on February 9, 2004.
4. The Company announced that it had entered into an agreement to acquire a 161 acre property located in Hislop Township near Timmins, Ontario in consideration for the issuance of 350,000 common shares priced at \$0.225 per share and granting the vendor a 2% NSR.
5. Romios will acquire the land, the mining rights and surface rights and all buildings and fixtures on the property. Romios will also have the right to reacquire the NSR from the vendor by paying the vendor the sum of \$250,000 for each 1% NSR acquired or by issuing a further 350,000 common shares of the Corporation for the entire 2% NSR.

During the summer of 1988, Chevron Minerals Ltd. drilled 15 exploratory holes totalling 4,860 metres in length on the property. Romios has reviewed the drill logs produced by Chevron but did not conduct any independent verification of the results. Six of the holes encountered varying widths of gold mineralization, the most significant of which was in Drill Hole C-88-202 which intersected 2.36 feet (0.72 metres) of 0.351 ounces per ton (opt) in gold. Another hole, Drill Hole C-88-233 intersected 3.28 feet (1.0 metres) of 0.158 opt in gold. According to the property owner, Mr. Roger Leroux, no further work has been carried out on the property since 1988.

The property is bounded on the south by that of Stroud Resources Ltd., a Toronto-based exploration company and on the north by a Newmont property. Stroud Resources has reported

publicly on its website that its property has an indicated resource of 653,481 tons averaging 0.183 opt in gold and an inferred resource of 464,775 tonnes averaging 0.182 opt in gold.

This acquisition is subject to the approval of the TSX Venture Exchange.

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 10th day of February, 2004.

“William R. Johnstone”

WILLIAM R. JOHNSTONE
Secretary