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

Attention: Continuous Disclosure

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

Attention: Market Operations

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

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

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 July 16, 2004.

3. A press release was published at Toronto on the CCN Matthews Newswire - TSX Venture Disclosure Wire on July 16, 2004.

4. The Company announced that it had entered into an agreement to acquire a 100% interest in the mineral rights in a parcel of land totalling 148.233 acres contiguous to its 2880 acres in Baldwin and Shakespeare Townships, Sudbury District, Province of Ontario.

5. In order to exercise its option to acquire this property, Romios must pay the optionors a total of $160,000 and issue a total of 110,000 common shares of Romios by June 17, 2008. The agreement is subject to a 2% net smelter return ("NSR") which can be purchased by Romios at its option at any time for the sum of $500,000. Romios' only binding commitment under the agreement is to make an initial $5,000 payment and issue 10,000 of its common shares to the optionors. All further payments are at the option of the Company. This acquisition is subject to the approval of the TSX Venture Exchange.

   An airborne magnetic and electromagnetic survey was conducted by Fugro Airborne Surveys of Ottawa, Ontario using its "Megatem" system over Romios' large, 15,640 acre (6,329.5hectares) property west of the Sudbury Basin in the townships of McKinnon and Mongowin near the town of Espanola, Ontario. The town of Sudbury was used as a base of operations by Fugro for the survey wherein a total of 584 line kilometers and 108 tie line kilometers of magnetic and electromagnetic data were collected using a Dash 7 modified aircraft. On the basis of magnetic correlation, four zones of enhanced surface conductivity were identified by Fugro as possible areas of interest. Recently, ground magnetic, electromagnetic (MaxMinII horizontal-loop) and induced polarization surveys were carried out on these four zones by Dan Patrie Exploration Limited (DPEL). The Company is awaiting a report from DPEL on the results of these surveys.

An airborne magnetic and electromagnetic survey was also carried out over the Company's 2880 acre property in Baldwin and Shakespeare Townships, Sudbury District, Ontario and selected portions of its Sudbury West Basin Property by Aeroquest Limited of Milton, Ontario using its "Aerotem" system with an Aerospatiale Astar 350B2 helicopter along predetermined lines spaced 100 metres apart and a ground-bird separation of 30 metres. The survey outlined four distinct areas of anomalous conductivity which correlate directly with well defined magnetic trends.

Preparatory to initiating a diamond drill program, Romios commissioned Clearview Geophysics Inc. of Brampton, Ontario to carry out ground, horizontal-loop, electromagnetic surveys over three of the areas where conductors were recorded in the airborne "Aerotem" electromagnetic survey. The ground surveys were carried out to provide a more precise definition of the airborne geophysical anomalies identified by Aeroquest and to enable Romios to locate drill holes to test these anomalies with a high degree of accuracy. Initially, the Company intends to complete a minimum of six diamond drill holes, after which the results will be reviewed in detail before further drilling will be considered. The drill program will be carried out under contract by Ladel Exploration Inc of Quebec and will involve a minimum of 1000 metres of core drilling. The drill is presently on the property and the proposed drill program is expected to commence immediately. Shareholders will be advised of the results of this program in a timely manner.

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 26th day of July, 2004.

"William R. Johnstone"

WILLIAM R. JOHNSTONE
Secretary