

**ROMIOS GOLD RESOURCES INC.**  
**25 Adelaide Street East**  
**Suite 1010**  
**Toronto, Ontario, Canada**  
**M5C 3A1**

**FILED VIA SEDAR**

Ontario Securities Commission  
20 Queen Street West, 19<sup>th</sup> Floor  
Toronto, Ontario, M5H 3S8

Attention: Continuous Disclosure

Alberta Securities Commission  
4<sup>th</sup> Floor, 300 – 5<sup>th</sup> Avenue S.W.  
Calgary, Alberta  
T2P 3C4

Attention: Continuous Disclosure

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

Attention: Continuous Disclosure

British Columbia Securities Commission  
12<sup>th</sup> Floor, Pacific Centre  
701 W. Georgia St.  
Vancouver, B.C., V7Y 1L2

Attention: Continuous Disclosure

Dear Sirs/Mesdames:

**Re: Material Change Report**  
**Form 51-102F3**

1. The name of the reporting issuer is **Romios Gold Resources Inc.** (“Romios” or the “Corporation”), whose principal office is at 25 Adelaide Street East, Suite 1010, Toronto, Ontario M5C 3A1.
2. The material change occurred on August 2, 2007.
3. A Press Release was published at Toronto on August 3, 2007 on the Marketwire - TSX Venture Disclosure Wire.
4. Romios announced that its Board of Directors had adopted a shareholder rights plan (**the "Rights Plan"**) designed to encourage the fair and equal treatment of shareholders in connection with any take-over bid for the outstanding securities of the Corporation.
5. The Rights Plan provides the Board of Directors with additional time to assess the advantages and disadvantages to any particular offer and to seek out alternative proposals in the best interests of all shareholders.

Romios has not adopted the Rights Plan in response to any specific proposal to acquire control of its outstanding shares. The Rights Plan is similar to plans adopted by other Canadian companies and ratified by their shareholders. It is not the intention of the Rights Plan to entrench management or prevent a change of control of Romios to the detriment of shareholders. The Rights Plan does not apply to take-over bids that meet certain

requirements including that the bid be made by way of a take-over bid circular and be left open for at least 60 days so as to ensure that shareholders have an adequate opportunity to assess the merits of the bid.

The Rights Plan has been conditionally accepted by the TSX Venture Exchange subject to obtaining shareholder ratification of the Rights Plan by no later than February 1, 2008. If ratified, the Rights Plan will have an initial term which expires at the annual meeting of shareholders of Romios to be held in 2010, and may be extended for a second term lasting until the annual meeting of shareholders to be held in 2013. A copy of the Rights Plan will be available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com), and can also be obtained from Romios.

6. The report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.
7. No information has been omitted because it is believed it should remain confidential.
8. Mr. Tom Drivas, President and a director, may be contacted at 416-221-4124 concerning this report.
9. The foregoing accurately discloses the material change referred to herein.

**DATED** at Toronto, Ontario this 7<sup>th</sup> day of August, 2007.

**ROMIOS GOLD RESOURCES INC.**

“William R. Johnstone”

Per:

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WILLIAM R. JOHNSTONE  
Corporate Secretary