

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Romios Gold Resources In. (“Romios” or the “Company”)
2 Toronto Street, Suite 500
Toronto, Ontario M5C 2B6

Item 2. Date of Material Change

The material change took place on July 6, 2017.

Item 3. News Release

The News Release attached hereto was disseminated on July 6, 2017 through Marketwired.

Item 4. Summary of Material Change

Romios announced that the Ontario Ministry of Northern Development and Mines has issued an Exploration Permit specific to Romios’ claims in the vicinity of Akow Lake in the North Caribou Lake area, effective for a three year period.

A new exploration Memorandum of Understanding (“**MOU**”) with the North Caribou Lake First Nation (“**NCLFN**”) has been signed, to be in effect for the duration of the Exploration Permit. This continues the initial MOU pledging Romios and NCLFN to work together to establish a long-term, mutually beneficial and cooperative relationship based on trust and certainty, and to agree upon various matters regarding exploration work.

The Company also announced that further to the Company’s News Release of June 1, 2017, two insiders of the Company will be subscribing for an aggregate of \$60,000 of FT Units under the Offering.

Item 5. Full Description of Material Change

The initial plan is for a drill program to test a significant electromagnetic conductor at Atim Lake North, just northwest of the previous drilling on the Lundmark-Akow Lake property in northwestern Ontario, 18 km NNW of Goldcorp’s Musselwhite gold mine. The drill was left on-site after completing the late 2016 drill program, the details of which were reported in the Company’s news release dated November 7, 2016.

Insiders of the Company will subscribe for 1,200,000 FT Units of the Offering. The insider private placements are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“**MI 61-101**”) by virtue of the exemptions contain in section 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company issued to the insiders did not exceed 25% of its market capitalization. The insider private placements were approved by the disinterested directors of the Company.

The Offering is expected to close on or before July 17, 2017 (for particulars of the Offering, please see the New Release dated June 1, 2017). Proceeds from the Offering are expected to be used for the drill program referred to above and for working capital purposes.

The following table indicates the FT Units to be purchased by Insiders, the post-closing direct and indirect holdings in the Company held and the percentage the holding represents in the post-closing outstanding shares:

Name	# of Listed Shares Purchased	Post-closing Direct & Indirect Holdings in the Issuer	% of Post-Closing Outstanding Listed Shares ⁽¹⁾
Tom Drivas	1,000,000 FT Units	12,402,287 common shares 500,000 warrants 1,900,000 options	8.24%
Frank van de Water	200,000 FT Units	855,000 common shares 100,000 warrants 700,000 options	0.93%

(1) Calculated based on partially-diluted outstanding capital for the holder including Warrants issued on this transaction to the holder assuming the exercise of all warrants and options held by such holder. Based upon outstanding capital of 177,268,490 after giving effect to the placement of the Offering and before giving effect to the partial dilution calculations.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Tom Drivas, President
416-221-4124
romios@romios.com

Item 9. Date of Report

July 6, 2017



Romios Gold

R E S O U R C E S I N C .

2 Toronto Street, Suite 500
Toronto, Ontario, Canada M5C 2B6

NEWS RELEASE

ROMIOS OBTAINS EXPLORATION PERMIT AND SIGNS MEMORANDUM OF UNDERSTANDING WITH NORTH CARIBOU LAKE FIRST NATION

TORONTO, ONTARIO, July 6, 2017, Romios Gold Resources Inc. (“Romios” or the “Company”) (TSX.V-RG) (OTC-PK: RMIOF) (Frankfurt: D4R) is pleased to announce that the Ontario Ministry of Northern Development and Mines has issued an Exploration Permit specific to Romios’ claims in the vicinity of Akow Lake in the North Caribou Lake area, effective for a three year period.

A new exploration Memorandum of Understanding (“MOU”) with the North Caribou Lake First Nation (“NCLFN”) has been signed, to be in effect for the duration of the Exploration Permit. This continues the initial MOU pledging Romios and NCLFN to work together to establish a long-term, mutually beneficial and cooperative relationship based on trust and certainty, and to agree upon various matters regarding exploration work.

The initial plan is for a drill program to test a significant electromagnetic conductor at Atim Lake North, just northwest of the previous drilling on the Lundmark-Akow Lake property in northwestern Ontario, 18 km NNW of Goldcorp’s Musselwhite gold mine. The drill was left on-site after completing the late 2016 drill program, the details of which were reported in the Company’s news release dated November 7, 2016.

Further to the Company’s News Release of June 1, 2017, two insiders of the Company will be subscribing for an aggregate of \$60,000 of FT Units under the Offering. The insider private placements are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“MI 61-101”) by virtue of the exemptions contain in section 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company to be issued to the insiders does not exceed 25% of its market capitalization.

The Offering is expected to close on or before July 17, 2017 (for particulars of the Offering, please see the New Release dated June 1, 2017). Proceeds from the Offering are expected to be used for the drill program referred to above and for working capital purposes.

About Romios Gold Resources Inc.

Romios Gold Resources Inc., a progressive Canadian mineral exploration company established in 1995, is engaged in precious and base metal exploration primarily focused on gold, silver and copper in its properties in British Columbia centrally located between Galore Creek Mining Corporation’s large copper-gold-silver deposit and Barrick’s high grade gold mine at Eskay Creek. In addition to the Lundmark-Akow Lake and Hislop properties in Ontario, Romios has other property interests in

Quebec and Nevada.

This News Release contains forward-looking statements which are typically preceded by, followed by or including the words “believes”, “expects”, “anticipates”, “estimates”, “intends”, “plans” or similar expressions. Forward-looking statements are not guarantees of future performance as they involve risks, uncertainties and assumptions. We do not intend and do not assume any obligation to update these forward- looking statements and shareholders are cautioned not to put undue reliance on such statements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact:

Tom Drivas, President and Director, (tel) 416-221-4124, (fax) 416-218-9772 or (email) romios@romios.com.

Frank van de Water, Chief Financial Officer and Director, (tel) 416-221-4124 or (email) fvandewater@rogers.com.