

ROMIOS GOLD RESOURCES INC.

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

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “**Meeting**”) of Romios Gold Resources Inc. (“**Romios**” or the “**Corporation**”) will be held at the offices of the Corporation at **2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6, at 2:00 pm (Toronto time), on Tuesday, the 30th day of January, 2018** for the following purposes:

1. to elect the directors as nominated by Management;
2. to appoint Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to ratify the Corporation’s Stock Option Plan;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Corporation’s Articles to effect a consolidation of the Corporation’s issued and outstanding common shares on the basis of one (1) post-consolidated common share for up to ten (10) pre-consolidated common shares, at the discretion of the Board of Directors, as more particularly set out in the Circular (defined below); and
5. to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Management Information Circular (the “**Circular**”), the audited financial statements of the Corporation for the years ended June 30, 2017 and 2016 (the “**Annual Financial Statements**”) and the Corporation’s management discussion and analysis for the year ended June 30, 2017 (the “**Annual MD&A**”) accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).

NOTICE-AND-ACCESS

Notice is also hereby given that Romios has decided to use the notice-and-access method of delivery of meeting materials for the 2017 Annual and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Annual Financial Statements and related Annual MD&A and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) with information on how they may access such materials electronically. The

use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online at <https://noticeinsite.tsxtrust.com/RomiosGoldResourcesASM2017>, under the Corporation's profile at www.sedar.com or on the Corporation's website at www.romios.com.

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website.

In order to receive a paper copy of the Meeting Materials, registered holders can call TSX Trust Company toll free at 1-866-393-4891 on or before the day of the Meeting, or any adjournment thereof. Non-registered holders can call Broadridge Investor Communications Solutions, Canada toll free at 1-877-907-7643 on or before the day of the Meeting, or any adjournment thereof.

Requests should be received by 2:00 p.m. on Tuesday, January 19, 2018 in order to receive the Meeting Materials in advance of the Meeting.

RECORD DATE AND PROXY DELIVERY DATE

The Board of Directors of the Corporation has, by resolution, fixed the close of business on December 15, 2017 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board of Directors of the Corporation has, by resolution, fixed the hour of 2:00 p.m. in the afternoon (Toronto time) on Friday, January 26, 2018, being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Transfer Agent of the Corporation, TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

DATED the 12th day of December, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Frank van de Water"

Secretary