FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

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

Item 2. **Date of Material Change**

The material changes took place on June 5, 2018 and June 8, 2018.

Item 3. **News Release**

The News Releases attached hereto were disseminated on June 6, 2018 and June 11, 2018 through Newsfile Corp.

Item 4. **Summary of Material Change**

On June 6, 2010, Romios announced that the Company had closed its non-brokered private placement (the “**Offering**”) with the sale of 523,334 flow-through units (the “**FT Units**”) of the Company at a price of $0.09 per FT Unit for $47,100.06 and 2,900,000 working capital units (“**WC Unit**”) at a price of $0.07 per WC Unit for $203,000 for aggregate gross proceeds of $250,100.06 (the “**Offering**”).

On June 11, 2018, Romios announced that further to its Press Release of April 3, 2018, it had sold the Company’s Timmins Hislop property (the “**Roger Gold Property**”) in Hislop Township in the Matheson gold camp, Ontario to an affiliate of McEwen Mining Inc. (“**McEwen Mining**”) for 178,321 common shares of McEwen Mining valued at $500,000. The common shares of McEwen Mining are subject to a resale restriction until December 8, 2018. Romios retains a 2% net smelter returns royalty (“**NSR**”) in the Roger Gold Property. McEwen Mining will have the right at any time to purchase a 1% NSR from the Company for $2 million.

Item 5. **Full Description of Material Change**

Proceeds from the Offering are expected to be used to advance the exploration program on the numerous Copper-Gold-Silver prospects at the Company's Newmont Lake Project within its large (72,368 hectares/178,825 acres) Golden Triangle Property in northwestern British Columbia, including the promising Burgundy Ridge discovery and the NI 43-101 compliant Northwest Zone resource, as well as other properties, and for working capital.

Each FT Unit consists of one (1) common share and one-half (0.5) of a share purchase warrant. Each full warrant (“**Warran**t”) entitles the holder to purchase one (1) common share (a “**Warrant Share**”) at a price of $0.12 per Warrant Share until June 5, 2019.

Each WC Unit consists of one (1) common share and one (1) common share purchase warrant ("**WC Warrant**"). Each WC Warrant entitles the holder to purchase one (1) common share (a "**WC Warrant Share**") at a price of $0.12 per WC Warrant Share until June 5, 2019.

All securities issued pursuant to the Offering are subject to a statutory four month hold period expiring on October 6, 2018.

Two insiders of the Company subscribed for 523,334 FT Units under this 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 placement was approved by the disinterested directors of the Company.

The following table indicates the securities purchased by Messrs. Drivas and van de Water in this Offering, their post-closing direct and indirect holdings in Romios and the percentage their holdings represent in the post-closing outstanding shares:

Names of Insiders	**# of Securities Purchased (Direct Ownership, Indirect Ownership or Control or Direction)**	**Post-closing Direct & Indirect Holdings in Romios**	**% of Post-Closing Outstanding Shares (1)(2)**
Tom Drivas	423,334 FT Units	12,831,621 Common Shares 1,900,000 Options 711,667 Warrants	8.40%
Frank van de Water	100,000 FT Units	955,000 Common Shares 450,000 Options 150,000 Warrants	0.86%

(1) Calculated based on partially-diluted outstanding capital for Tom Drivas and Frank van de Water including Warrants issued on this transaction to Messrs. Drivas and van de Water assuming the exercise of all warrants and options held by them.

(2) Based upon outstanding capital of 181,131,824 common shares after giving effect to the placement of the WC Units and FT Units.

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**

June 12, 2018.