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 December 31, 2018.

Item 3. News Release

A News Release was disseminated on December 31, 2018 through Newsfile Corp.

Item 4. Summary of Material Change

Romios announced that further to its press releases of December 21, 2018, the Company had closed its final tranche of a non-brokered private placement (the "**Offering**") with the sale of 1,150,000 flow-through shares ("**FT Shares**") at $0.065 per FT Share for proceeds of $74,750. The Company raised an aggregate of $614,750 under the Offering. Proceeds from the Offering are expected to be used for exploration of the Company's properties in British Columbia and Ontario.

The securities issued are subject to a hold period expiring on May 1, 2019.

Item 5. Full Description of Material Change

An insider of the Company subscribed for 1,150,000 FT Shares of this Offering. The insider private placement is 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 insider 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 FT Shares purchased by the Insider, 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)]**
Anastasios (Tom) Drivas[(2)]	1,150,000 WC Units	13,981,621 common shares 711,667 warrants	8.07%

		1,500,000 options	

(1) Calculated based on partially-diluted outstanding capital for the holder assuming the exercise of all warrants and options held by such holder. Based upon outstanding capital of 188,939,324 after giving effect to the placement of the Offering and before giving effect to the partial dilution calculations.

(2) 1,950,000 common shares held through 2019284 Ontario Inc., 2,510,135 common shares and 711,667 warrants held through Alpha Delta Gas Inc. and 2,000,000 common shares held through Canada Enerco Corp., all of which are controlled by Tom Drivas, with the balance held directly.

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

January 3, 2019