

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

Item 1. Name and Address of Company

ROMIOS GOLD RESOURCES INC. (the "Company" or "Romios")
500-2 Toronto St.
Toronto, ON M5C 2B6

Item 2. Date of Material Change

The material change took place on November 16, 2020.

Item 3. News Release F

The News Release as filed on SEDAR was disseminated on November 16, 2020 through Newsfile Corp.

Item 4. Summary of Material Change

Romios announced the extension of its offering of a non-brokered private placement, announced on October 6, 2020, of up to 10,000,000 flow-through units (the "**FT Units**") at \$0.065 or up to 10,000,000 working capital units (the "**WC Units**") at \$0.055 or a combination thereof to a maximum of 10,000,000 units (the "**Offering**").

Three (3) insiders of the Company will subscribe for a total of 2,300,000 FT Units for \$149,500 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 to be issue to the insiders does not exceed 25% of its market capitalization.

Item 5. Full Description of Material Change

Each FT Unit is priced at \$0.065 and consists of one (1) common share and one (1) share purchase warrant. Each full warrant ("**Warrant**") entitles the holder to purchase one (1) common share (a "**Warrant Share**") at a price of \$0.10 per Warrant Share until twelve (12) months from closing.

Each WC Unit is priced at \$0.055 and consists of one (1) common share and one (1) share purchase warrant. Each full warrant ("**Warrant**") entitles the holder to purchase one (1) common share (a "**Warrant Share**") at a price of \$0.10 per Warrant Share until twelve (12) months from closing.

Proceeds from the Offering are expected to be used for exploration and working capital.

All securities to be issued under the Offering will be subject to a statutory four month hold period.

The insider private placements were approved by the disinterested directors of the Company.

The following table indicates the FT Units to be purchased by the 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 Shares ⁽¹⁾	% of Post-Closing Outstanding Partially diluted Shares ⁽²⁾
Frank van de Water, Director, CFO and Secretary	150,000 FT Units	1,105,000 common shares 200,000 warrants 1,250,000 options	0.53%	1.22%
Thomas Skimming, Director	150,000 FT Units	2,178,666 common shares 845,000 warrants 1,700,000 options	1.05%	2.24%
Anastasios (Tom) Drivas, President, CEO and Director	2,000,000 FT Units	15,981,621 common shares ⁽³⁾ 2,250,000 options 2,711,667 warrants	7.67%	9.82%

(1) Based on issued and outstanding capital of 208,397,016 common shares after giving effect to the Offering.

(2) Calculated based on issued and outstanding capital after giving effect to the Offering and the exercise of stock options and warrants by each insider and based on partially-diluted outstanding capital for the insider including common shares and warrants to be issued on this transaction to the insider and assuming the exercise of all options and warrants held by the insider.

(3) Held as to 7,515,486 common shares directly, 3,950,000 common shares through 2019284 Ontario Inc. and 2,510,135 common shares through Alpha Delta Gas Inc. and 2,000,000 common shares through Canada Enerco Corp. and 6,000 common shares through TFSA, 711,667 warrants through Alpha Delta Gas Inc. and 2,000,000 warrants through 2019284 Ontario Inc.

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 & CEO
(416) 546-2707
email: romios@romios.com

Item 9. Date of Report

November 17, 2020