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 December 17, 2020.

Item 3. News Release

The News Release as filed on SEDAR was disseminated on December 18, 2020 through Newsfile Corp.

Item 4. Summary of Material Change

Romios announced that it had closed the final tranche of its offering of a non-brokered private placement, announced on December 9, 2020, of 13,838,770 flow-through units (the "**FT Units**") at $0.065 and 1,500,000 working capital units (the "**WC Units**") at $0.055 (the "**Offering**") for proceeds of $982,020.05 with total gross proceeds of $1,227,020.05 pursuant to the Offering.

Three (3) insiders of the Company subscribed 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.

Eligible Finders were paid $45,001.20 in cash and issued 692,325 broker warrants ("**Broker Warrants**"). Each Broker Warrant entitles the holder to acquire one (1) common share of the Company at a price of $0.065 until December 17, 2021.

All securities issued under the Offering will be subject to a statutory hold period expiring on April 18, 2021.

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	0.51%	1.17%
Thomas Skimming, Director	150,000 FT Units	2,178,666 common shares 845,000 warrants 1,700,000 options	1.0%	2.14%
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	7.34%	9.4%

(1) Based on issued and outstanding capital of 217,735,786 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. <u>Reliance on Subsection 7.1(2) of National Instrument 51-102</u>

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**

December 23, 2020