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 occurred on October 27, 2023.

Item 3. **News Release**

The News Release as filed on SEDAR was disseminated on October 30, 2023 through Newsfile Corp.

Item 4. **Summary of Material Change**

Romios announced, on October 30, 2023, that, further to its Press Releases of September 18, 2023 it had closed its non-brokered private placement with the sale of 4,266,699 flow-through units (the “**FT Units**”) and 5,975,033 working capital units (the “**WC Units**”) for gross proceeds of $307,251.96 (the “**Offering**”).

Five (5) insiders of the Company subscribed for 2,199,999 FT Units for $65,999.97 and 875,000 WC Units for $26,250 under the Offering, for aggregate participation of $92,250. 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 contained in sections 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 does not exceed 25% of its market capitalization.

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

Each FT Unit is priced at $0.03 and consists of one (1) flow-through common share and one-half (0.5) of a common share purchase warrant. Each full warrant (“**FT Warrant**”) entitles the holder to purchase one (1) common share (a “**FT Warrant Share**”) at a price of $0.05 per FT Warrant Share until October 27, 2025.

Each WC Unit is priced at $0.03 and 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 $0.05 per WC Warrant Share until October 27, 2025.

Accilent Capital Management Inc. was paid $3,500.07 in cash and issued 116,669 compensation warrants (“**Compensation Warrants**”). Each Compensation Warrant entitles the holder to acquire one (1) common share of the Company at a price of $0.05 per share until October 27, 2025.

All securities issued under the Offering are subject to a statutory hold period expiring on February 28, 2024.

Funds will be used for exploration of the numerous Copper-Gold-Silver prospects at the Company's 'Golden Triangle' Properties in northwestern British Columbia, including the Trek South Property located along the southern border of the giant Galore Creek project co-owned by Newmont and Teck, as well as its Lundmark-Akow Lake Au-Cu property in Ontario and its Kinkaid Gold-Silver-Copper property in Nevada, and for working capital.

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

The following table indicates the FT Units 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	200,000 FT Units 200,000 WC Units	2,005,000 common shares 400,000 warrants 1,550,000 options	0.80%	1.56%
John Biczok	175,000 WC Units	505,000 common shares 225,000 warrants 1,600,000 options	0.20%	0.92%
0856037 BC Ltd. (Stephen Burega President, CEO and Director)	500,000 WC Units	3,125,000 common shares(3) 1,000,000 warrants 3,200,000 options	1.24%	2.86%

Thomas Skimming, Director	333,333 FT Units	2,836,999 common shares 391,666 warrants 2,000,000 options	1.13%	2.05%
Anastasios (Tom) Drivas, Director	1,666,666 FT Units	21,192,287 common shares(4) 2,958,333 warrants 2,550,000 options	8.41%	10.36%

(1) Based on issued and outstanding capital of 252,114,852 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 issued on this transaction to the insider and assuming the exercise of all options and warrants held by the insider.

(3) Held as to 925,000 common shares directly, 2,000,000 common shares through 0856037 BC Ltd. and 20,000 through a TFSA.

(4) Held as to 10,307,152 common shares directly, 5,950,000 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 425,000 common shares through a TFSA, 1,000,000 warrants through 2019284 Ontario Inc. and 1,958,333 warrants 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**

Stephen Burega, President and CEO

(647)-515-3734

email: sburega@romios.com

Item 9. **Date of Report**

November 3, 2023