National Instrument 62-103

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 - Security and Reporting Issuer

1.1 **State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

ROMIOS GOLD RESOURCES INC. (the “**Issuer**” or “**Romios**”)
2 Toronto Street, Suite 500
Toronto, Ontario
M5C 2B6

1.2 **State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable. The transaction that triggered the requirement to file this report was a private transaction.

Item 2 - Identity of the Acquiror

2.1 **State the name and address of the acquiror.**

Anastasios (Tom) Drivas (the “**Acquiror**”)
17 Didrickson Drive
Toronto, ON M2P 1J7

2.2 **State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On October 27, 2023, the Acquiror acquired 1,666,666 Common Shares of the Issuer and 833,333 Warrants to purchase Common Shares (the “**Acquisition**”) for aggregate consideration of $49,999.98 pursuant to a subscription agreement, as part of a non-brokered private placement by the Issuer 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**”). The Acquisition represents approximately 0.66% of the issued and outstanding capital of Romios at that time on a non-diluted basis, after giving effect to the Offering, and 0.99% on a partially diluted basis, after giving effect to the Offering.

A copy of the press release issued on behalf of the Acquiror on November 2, 2023 is attached hereto as Schedule “A”.

2.3 **State the names of any joint actors.**

2019284 Ontario Inc., Alpha Delta Gas Inc. and Canada Enerco Corp. (collectively, the “**Joint Actors**”)

Item 3 - Interest in Securities of the Reporting Issuer

3.1 **State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.**

The Acquiror acquired 1,666,666 Common Shares of the Issuer and 833,333 Warrants to purchase Common Shares of the Issuer which represents 0.66% of the issued and outstanding capital of Romios on a non-diluted basis after giving effect to the Offering and 0.99% on a partially diluted basis after giving effect to the Offering. Prior to the Acquisition, the Acquiror and the Joint Actors held 19,525,621 Common Shares, 2,125,000 Warrants and 2,550,000 Stock Options representing approximately 8.07% of the issued and outstanding Common Shares on a non-diluted basis and 9.71% on a partially diluted basis. See Item 3.4 below.

3.2 **State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

The requirement to file this report was triggered by the Acquisition. See Item 2.2 for details.

3.3 **If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

3.4 **State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately prior to the completion of the Offering, the Acquiror and the Joint Actors held 19,525,621 Common Shares, 2,125,000 Warrants and 2,550,000 Stock Options representing approximately 8.07% of the issued and outstanding Common Shares on a non-diluted basis and 9.71% on a partially diluted basis. Of this total, the Acquiror held a total of 9,065,486 Common Shares 1,125,000 Warrants and 2,550,000 Stock Options representing 3.75% of the issued and outstanding Common Shares on a non-diluted basis and 5.19% on a partially diluted basis.

Immediately following the closing of the Offering, the Acquiror and the Joint Actors held 21,192,287 Common Shares, 2,958,333 warrants, and 2,550,000 Stock Options, representing approximately 8.41% of the issued and outstanding Common Shares on a non-diluted basis and 10.36% on a partially diluted basis. Of this total, the Acquiror held a total of 10,732,152 Common Shares, 1,958,333 Warrants and 2,550,000 Stock Options representing 4.26% of the issued and outstanding Common Shares on a non-diluted basis and 5.94% on a partially diluted basis.

3.5 **State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

(a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

The Acquiror and the Joint Actors own 21,192,287 Common Shares, 2,958,333 Warrants, and 2,550,000 Stock Options, representing approximately 8.41% of the issued and outstanding Common Shares on a non-diluted basis and 10.36% on a partially diluted basis.

(b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable

(c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 **If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

3.7 **If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 **If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 Consideration Paid

4.1 **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

$49,999.98 was paid in consideration for the Acquisition of 1,666,666 FT Units at a price of $0.03 per FT Unit. Each FT Unit consists of one (1) common share and one-half (0.5) share purchase warrant with each full warrant exercisable to purchase a Common Share at a price of $0.05 per share until October 27, 2025.

4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance**

from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable

4.3 **If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) **the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

(b) **a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

(c) **a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

(d) **a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

(e) **a material change in the present capitalization or dividend policy of the reporting issuer;**

(f) **a material change in the reporting issuer's business or corporate structure;**

(g) **a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

(h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

(i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

(j) **a solicitation of proxies from securityholders;**

(k) **an action similar to any of those enumerated above.**

The Acquiror advises that the 1,666,666 Common Shares and 833,333 Warrants were acquired for investment purposes and that he has no present intention to either increase or decrease his holdings in the Company. Notwithstanding the foregoing, he advises that he may increase or decrease his beneficial ownership, control or direction over Common Shares of the Company through market transactions, private agreements, exercise of warrants, other treasury issuances or otherwise.

Item 6 - Agreements, Arrangements, Commitments Or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change In Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

Certificate

The undersigned Acquiror certifies to the best of its knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: November 3, 2023.

/s/ Anastasios Drivas

Name: Anastasios (Tom) Drivas

SCHEDULE "A"