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 1, 2025.

Item 3. **News Release**

The New Release as filed on SEDAR+ was disseminated on October 2, 2025 through Newsfile Corp.

Item 4. **Summary of Material Change**

On October 1, 2025, the Company extinguished $968,386 of debt owed to certain former and current officers and directors in consideration for the issuance of 25,578,450 common shares of the Company at a price of $0.02 per share (the "**Debt Settlement**").

All securities issued pursuant to the closing of the Debt Settlement are subject to a statutory hold period expiring on February 2, 2026.

The settlement of an aggregate of $511,569 of insider debt in consideration for 25,578,450 common shares was 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 did not exceed 25% of its market capitalization.

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

On October 2, 2025, the Company announced that further to its press release of July 16, 2025, it closed the Debt Settlement on October 1, 2025. A total of $266,569 of debt owed to four officers and two directors was extinguished for 13,328,450 common shares at a price of $0.02 per share.

Anastasios (Tom) Drivas ("**Tom Drivas**"), a former director of the Company and former President and CEO, was owed $701,817.07 for salary for the period from February 2016 to January 2022. Tom Drivas forgave $201,817.07 of accrued salary owed to him, and settled his outstanding salary of $500,000 (the "**Reduced Salary**") in consideration for the issuance of $245,000 of common shares at $0.02 per common share for a total of 12,250,000 common shares. The Company is also obligated to pay the remainder of his

Reduced Salary, being $255,000, to the Canada Revenue Agency for source deductions by November 15, 2025.

As a result of the Debt Settlement Tom Drivas now holds greater than 10% of the issued and outstanding shares and filed an early warning report on October 3, 2025.

The insider debt settlements were approved by the disinterested Directors of the Company.

The following table indicates the shares issued to the Insiders pursuant to the Debt Settlement, 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)
Anastasios (Tom) Drivas (former director and officer. Holder of greater than 10% of the Company)	12,250,000 Common Shares	33,442,287 Common Shares(3) 800,000 Options 833,333 Warrants	10.23%	10.68%
Brant Capital Partners Inc. (Brian Crawford, CFO)	1,011,650 Common Shares(6)	1,011,650 Common Shares	0.31%	0.31%
0856037 B.C. Ltd. (Stephen Burega, President and director)	4,737,000 Common Shares(6)	7,682,000 Common Shares(4) 3,200,000 Options 1,000,000 Warrants	2.35%	3.59%
Frank van de Water (director and officer) (7)	239,400 Common Shares(6)	3,244,400 Common Shares 1,550,000 Options 300,000 Warrants	0.99%	1.55%
John Biczok (VP Exploration)	3,640,400 Common Shares(6)	4,150,400 Common Shares 1,600,000 Options 175,000 Warrants	1.27%	1.80%
Garth Kirkham (director)	1,950,000 Common Shares	3,571,665 Common Shares(5) 2,300,000 Options 100,000 Warrants	1.09%	1.81%

The Estate of Thomas Skimming (former director)	1,750,000	4,586,999 Common Shares 166,666 Warrants 600,000 Stock Options	1.40%	1.63%

(1) Based on issued and outstanding capital of 326,859,969 common shares after giving effect to the Debt Settlement.

(2) Calculated based on issued and outstanding capital after giving effect to the Debt Settlement 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 22,982,152 common shares directly, 5,950,000 common shares through 2019284 Ontario Inc., 2,510,135 common shares through Alpha Delta Gas Inc. and 2,000,000 common shares through Canada Enerco Corp.

(4) Held as to 1,445,000 personally and 6,237,000 through 0856037 B.C. Ltd.

(5) Held as to 2,483,333 personally, and 1,088,332 through Kirkham Geosystems Ltd.

(6) Allocations of shares pursuant to the Debt Settlement were changed after the disclosure made in the Material Change Report dated July 18, 2025.

(7) Frank van de Water subsequently ceased to be a director and officer of the Company on October 6, 2025.

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 Director
(647)-515-3734
email: sburega@romios.com

Item 9. **Date of Report**

October 10, 2025