

Certificate of Amalgamation

Business Corporations Act

Certificat de fusion

Loi sur les sociétés par actions

ROMIOS GOLD RESOURCES INC.

Corporation Name / Dénomination sociale

1001439164

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

January 01, 2026 / 01 janvier 2026

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name
ROMIOS GOLD RESOURCES INC.

2. Registered Office Address
2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6, Canada

3. Number of Directors
Minimum/Maximum Min 3 / Max 10

4. The director(s) is/are:

Full Name	STEPHEN BUREGA
Resident Canadian	Yes
Address for Service	77 Ashdale Avenue, Toronto, Ontario, M4L 2Y6, Canada

Full Name	MALCOM DAVIDSON
Resident Canadian	Yes
Address for Service	2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6, Canada

Full Name	TRISH JACQUES
Resident Canadian	Yes
Address for Service	2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6, Canada

Full Name	WILLIAM R. JOHNSTONE
Resident Canadian	Yes
Address for Service	88 Divadale Drive, Toronto, Ontario, M4G 2P2, Canada

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V. Quintanilla W.

Full Name KEVIN KEOUGH
Resident Canadian Yes
Address for Service 2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6, Canada

Full Name GARTH KIRKHAM
Resident Canadian Yes
Address for Service 6331 Palace Place, Burnaby, British Columbia, V5E 1Z6, Canada

Full Name ELIZABETH WALLINGER
Resident Canadian Yes
Address for Service 2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6, Canada

5. Method of Amalgamation

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
ROMIOS GOLD RESOURCES INC.	1143305	December 08, 2025
MCLYMONT MINES INC.	1001421653	December 08, 2025

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

No restrictions.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue an unlimited number of common shares without par value.

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Director/Registrar, Ministry of Public and Business Service Delivery

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Not applicable.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

No restrictions.

10. Other provisions:

(a) The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

i) borrow money on the credit of the Corporation;

ii) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

iii) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligations of any person;

iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation;

(b) The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board, all or any of the powers conferred on the board above, to such extent and in such manner as the board shall determine at the time of each such delegation; and

(c) At any time or times, the Corporation may purchase the whole or any part of its outstanding common shares and such shares shall be cancelled upon such purchase.

The articles have been properly executed by the required person(s).

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

Supporting Document - Schedule "B"

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

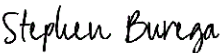
SCHEDULE "A"

STATEMENT OF DIRECTOR/OFFICER

I, Stephen Burega, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Romios Gold Resources Inc. and McLymont Mines Inc. (the "**Amalgamating Corporations**") and as such have personal knowledge of the matters hereinafter stated.
2. The Amalgamating Corporations desire to amalgamate and continue as one corporation under the name of Romios Gold Resources Inc.
3. There are reasonable grounds for believing that:
 - (a) the Amalgamating Corporations and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
5. No creditor has notified the Amalgamating Corporations that they object to the amalgamation.
6. For the reasons set out in paragraphs 4 and 5 above it is unnecessary for the Amalgamating Corporations to comply with the notice provisions contained in paragraph 178(2)(d) of the *Business Corporations Act* (Ontario).

DATED the 8th day of December, 2025.

DocuSigned by:

861640EEC6B5493...
Stephen Burega

SCHEDULE "B-1"

ROMIOS GOLD RESOURCES INC.

The undersigned, being all of the director of **ROMIOS GOLD RESOURCES INC.** (the "Corporation"), sign the following resolution:

AMALGAMATION WITH MCLYMONT MINES INC.

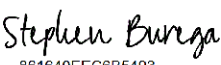
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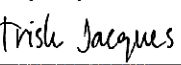
- A. The Corporation owns all of the issued and outstanding shares of McLymont Mines Inc.
- B. The Corporation desires to amalgamate with McLymont Mines Inc. and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

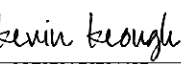
RESOLVED THAT:

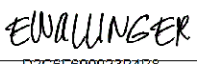
- 1. The Corporation amalgamate with McLymont Mines Inc. and continue as one Corporation under the name of **Romios Gold Resources Inc.** (the "Amalgamated Corporation").
- 2. Upon the Articles of Amalgamation becoming effective, all shares in the capital of McLymont Mines Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
- 3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
- 4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Corporation.
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
- 6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation.
- 7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

DATED the 8th day of December, 2025.

DocuSigned by:

861640EEC6B5493
STEPHEN BUREGA

Signed by:

009B365BADAB433
TRISH JACQUES

Signed by:

3CE973AE073140F
KEVIN KEOUGH

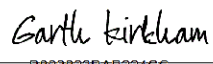
Signed by:

D2C8F690923B4B8
ELIZABETH WALLINGER

DocuSigned by:

431D9AB9B1E348F
MALCOLM DAVIDSON

Signed by:

6065AF659E13419
WILLIAM R. JOHNSTONE

Signed by:

B803823BAB224CC
GARTH KIRKHAM

SCHEDULE "B-2"

MCLYMONT MINES INC.

The undersigned, being all of the directors of **MCLYMONT MINES INC.** (the "**Corporation**"), sign the following resolution:

AMALGAMATION WITH ROMIOS GOLD RESOURCES INC.

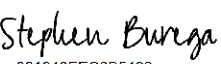
RECITALS:

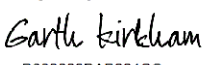
- A. The Corporation is a wholly-owned subsidiary of Romios Gold Resources Inc.
- B. The Corporation desires to amalgamate with Romios Gold Resources Inc. and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

- 1. The Corporation amalgamate with Romios Gold Resources Inc. and continue as one Corporation under the name of **Romios Gold Resources Inc.** (the "**Amalgamated Corporation**").
- 2. Upon the Articles of Amalgamation becoming effective, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
- 3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Romios Gold Resources Inc.
- 4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of Romios Gold Resources Inc.
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
- 6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation.
- 7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

DATED the 8th day of December, 2025.

DocuSigned by:

861640EEC6B6493...
STEPHEN BUREGA

Signed by:

B803823BAB224CC...
GARTH KIRKHAM