

ROMIOS GOLD RESOURCES INC.

2 Toronto Street, Suite 500
Toronto, Ontario M5C 2B6

INFORMATION CIRCULAR MANAGEMENT SOLICITATION

SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by and on behalf of the management (the “Management”) of Romios Gold Resources Inc. (the “Corporation”) for use at the Annual and Special Meeting of Shareholders (the “Meeting”) of the Corporation to be held at the offices of the Corporation at 2 Toronto Street, Suite 500, Toronto, Ontario M5C 2B6, at the hour of 2:00 o’clock in the afternoon (Toronto time), on Friday, January 11, 2019, for the purposes set out in the accompanying Notice of Meeting. The cost of solicitation will be borne by the Corporation.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally by the Directors and/or Officers of the Corporation at nominal cost. Arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares (“Common Shares”) held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. The costs thereof will be borne by the Corporation.

NOTICE-AND-ACCESS

The Corporation has elected to use the “notice-and-access” process that came into effect on February 11, 2013 under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“NI-54-101”) and National Instrument 51-102 *Continuous Disclosure Obligations*, for distribution of this Circular and other meeting materials to registered Shareholders of the Corporation and non-registered shareholders of the Corporation as set out in the “Advice to Non-Registered Shareholders” section below.

Notice-and-access allows issuers to post electronic versions of meeting materials, including circulars, annual financial statements and management discussion and analysis, online, via SEDAR and one other website, rather than mailing paper copies of such meeting materials to shareholders. The Corporation anticipates that utilizing the notice-and-access process will reduce both postage and printing costs.

The Corporation has posted the Circular, the Corporation’s audited financial statements for the years ended June 30, 2018 and 2017 (the “Annual Financial Statements”) and the Corporation’s management discussion and analysis for the year ended June 30, 2018 (the “Annual MD&A”) on the website, www.romios.com.

Although the Circular, Annual Financial Statements and Annual MD&A (collectively, the “Meeting Materials”) have been posted electronically online, as noted above, the registered and non-registered shareholders (subject to the provisions set out below under the heading “Advice to Non-Registered Shareholders”) (collectively the “Notice-and-Access Shareholders”) will receive a “notice package” (the “Notice-and-Access Notification”), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Notice-and-Access Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form. Notice-and-Access Shareholders are reminded to review the Circular before voting.

Notice-and-Access Shareholders will not receive a paper copy of the Meeting Materials unless they contact TSX Trust Company in which case TSX Trust Company will mail the requested materials within three business days of any

request provided the request is made prior to the Meeting. Notice-and-Access Shareholders with questions about notice-and-access may contact TSX Trust Company toll free at 1-866-393-4891 in North America, 416-361-0930 ext. 205 in the Toronto area, 416-361-0152 (outside North America) or the Corporation's investor relations department by e-mail at romios@romios.com. **Requests for paper copies of the Meeting Materials should be received by 2:00 p.m. on Friday, December 28, 2018, in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy or voting instruction form are officers or Directors of the Corporation (the "Management Designees"). **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO** by inserting such other person's name in the blank space provided in the form of proxy and depositing the completed proxy with the Transfer Agent of the Corporation, **TSX Trust Company, Suite 301 Adelaide Street West, Toronto, Ontario, M5H 4H1**. A proxy can be executed by the shareholder or his attorney duly authorized in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In addition to any other manner permitted by law, the proxy may be revoked before it is exercised by instrument in writing executed and delivered in the same manner as the proxy at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting and upon either such occurrence, the proxy is revoked.

Please note that Shareholders who receive their Notice-and-Access Notification from Broadridge Investor Communication Solutions, Canada ("**Broadridge**") or an Intermediary (as defined in the "Advice to Non-Registered Shareholders" section below) must return the proxy forms, once voted, to Broadridge or their Intermediary, as applicable, for the proxy to be dealt with.

DEPOSIT OF PROXY

By resolution of the Directors duly passed, **ALL PROXIES TO BE USED AT THE MEETING MUST BE DEPOSITED BY 2:00 P.M. (TORONTO TIME) ON WEDNESDAY, JANUARY 9, 2019, BEING NOT LESS THAN 48 HOURS, EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS, PRECEDING THE DATE OF THE MEETING, OR ANY ADJOURNMENT THEREOF, WITH THE CORPORATION'S TRANSFER AGENT, TSX TRUST COMPANY, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a proxy previously delivered in accordance with the foregoing. A return envelope has been included with this material.**

ADVICE TO NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares owned by a person are registered either (a) in the name of an intermediary (an "**Intermediary**") that the non-registered holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**") of which the Intermediary is a participant (a "**Non-Registered Holder**").

The Corporation has decided to use Notice-and-Access in accordance with the requirement of NI 54-101 to deliver the Meeting Materials to shareholders by posting the Meeting Materials on its website www.romios.com. The Meeting

Materials will be available at <https://docs.tsxtrust.com/2091> and on the Corporation's website and will remain posted for a full year thereafter. The Meeting Materials will also be available on the Corporation's profile on SEDAR at www.sedar.com. The Corporation will only be mailing the Notice-and-Access Notification to Non-Registered Holders as set out below.

Non-Registered Holders fall into two categories – those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries via their transfer agent. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly to such NOBOs.

If you are a Non-Objecting Beneficial Owner and the Corporation or its agent has sent the Notice-and-Access Notification directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions as specified in the request for voting instructions.

The Corporation's decision to deliver proxy-related materials directly to its NOBOs will result in all NOBOs receiving a Voting Instruction Form (“**VIF**”) from TSX Trust Company. Please complete and return the VIF to TSX Trust Company in the envelope provided or by facsimile. In addition, instructions in respect of the procedure for internet voting can be found in the VIF. TSX Trust Company will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs received by TSX Trust Company. For purposes of the Meeting, NOBOs who deliver VIFs in accordance with the instructions on the VIF will be otherwise treated the same as registered shareholders.

OBOs may expect to receive their materials related to the Meeting from Broadridge or other Intermediaries. If a reporting issuer does not intend to pay for an Intermediary to deliver materials to OBOs, OBOs will not receive the materials unless their Intermediary assumes the cost of delivery. The Corporation does not intend to pay for Intermediaries to deliver the proxy-related materials to OBOs.

Intermediaries are required to forward the Notice-and-Access Notification to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies such as Broadridge to forward the Notice-and-Access Notification to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Notice-and-Access Notification will either:

- a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the Non-Registered Holder but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified; or
- b) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**Voting Instruction Form**”) which the Intermediary must follow. Typically the Non-Registered Holder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the Non-Registered Holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In any case, the purpose of this procedure is to permit Non-Registered Holders including NOBOs to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder who receives a form of proxy, VIF or Voting Instruction Form wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in such form of proxy and insert the Non-Registered Holder's name in the blank space provided. Non-Registered Holders should carefully follow the instructions on the VIF or the instructions received from their Intermediary including those regarding when and where the form of proxy, VIF or Voting Instruction Form is to be delivered.

All references to Shareholders in this Circular, the accompanying Notice of Meeting and any proxy or voting instruction form sent to Shareholders with the Notice-and-Access Notification are to Shareholders of record unless specifically stated otherwise.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the form of proxy or voting instruction form for use at the Meeting will vote the Common Shares in respect of which they are appointed in accordance with the directions of the shareholders appointing them.

IN THE ABSENCE OF SUCH DIRECTIONS, SUCH COMMON SHARES SHALL BE VOTED "FOR":

- (a) the election of the Directors as nominated by Management;
- (b) the appointment of Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
- (c) the ratification of the Corporation's Stock Option Plan;
- (d) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Mineral Property Option Agreement between the Corporation and Crystal Lake Mining Corp. ("**CLM**") respecting the option of a 100% working interest in the Corporation's Newmont Lake Property (the "**Property**") to CLM in consideration for 12 million common shares of CLM, the payment of \$2 million in cash option payments, the expenditure of \$8 million on the Property over three years, and the Corporation retaining a 2% Net Smelter Returns Royalty on the Property, as more particularly set out below; and
- (e) to transact such further and other business as may properly come before the said Meeting or any adjournment or adjournments thereof.

ALL AS MORE PARTICULARLY DESCRIBED IN THIS CIRCULAR.

The form of proxy or voting instruction form confers discretionary authority upon the persons named therein with respect to any amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. **HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH ARE NOT NOW KNOWN TO THE MANAGEMENT DESIGNEES SHOULD PROPERLY COME BEFORE THE MEETING, THE COMMON SHARES REPRESENTED BY THE PROXIES HEREBY SOLICITED WILL BE VOTED THEREON IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSON OR PERSONS VOTING SUCH PROXIES.**

EFFECTIVE DATE

The effective date of this Circular is November 30, 2018.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Each shareholder of record will be entitled to one (1) vote for each Common Share held at the Meeting.

Holders of record of the Common Shares of the Corporation on November 30, 2018 (the “**Record Date**”) will be entitled either to attend and vote at the Meeting in person shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation as described herein, to attend and vote thereat by proxy the shares held by them.

The authorized capital of the Corporation presently consists of an unlimited number of Common Shares, of which 188,939,324 Common Shares are issued and outstanding as fully paid and non-assessable as of the Effective Date.

The Common Shares of the Corporation are listed on the TSX Venture Exchange (the “**TSXV**”), as a Tier 2 company, under the symbol “**RG**”.

To the knowledge of the Directors and executive officers of the Corporation, there are no parties who beneficially own, directly or indirectly, or exercise control or direction over 10% or more of any class of securities of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the Directors or executive officers of the Corporation, no proposed nominee for election as a Director of the Corporation, none of the persons who have been Directors or executive officers of the Corporation since the commencement of the Corporation’s last completed financial year, and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of Directors and the appointment of officers except as disclosed herein.

REQUIRED ANNUAL DISCLOSURE CONCERNING THE CORPORATION

EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6 for Venture Issuers, as such term is defined in National Instrument 51-102.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides information about the Corporation’s executive compensation objectives and processes and discusses compensation decisions relating to its named executive officers (“**Named Executive Officers**”) listed in the Summary Compensation Table that follows. During its fiscal year ended June 30, 2017, the following individuals were Named Executive Officers (as determined by applicable securities legislation) of the Corporation:

- Tom Drivas, President and Chief Executive Officer; and
- Frank van de Water, Chief Operating Officer, Chief Financial Officer and Secretary.

The Corporation does not employ or retain any other individuals who would qualify as a “Named Executive Officer” because no executive officer or employee of the Corporation receives total compensation (including without limitation salary and bonus) in excess of \$150,000.

The Corporation has a Compensation Committee, currently comprising Thomas Skimming and Garth Kirkham, responsible for the compensation program for the Corporation’s Named Executive Officers for fiscal 2018.

Compensation Objectives and Principles

The Corporation is an exploration company focused on the acquisition and exploration of precious and base metal prospects. The Corporation has no revenues from operations and often operates with limited financial resources. As a result, to ensure that funds are available to complete scheduled programs, the Compensation Committee has to consider not only the financial situation of the Corporation at the time of the determination of executive compensation, but also the estimated financial condition of the Corporation in the future.

Since the preservation of cash is an important goal of the Corporation, an important element of the compensation awarded to the Named Executive Officers is the granting of stock options, which do not require cash disbursement by the Corporation. The granting of stock options also helps to align the interests of the Named Executive Officers with the interests of the Corporation. The other element of the compensation the Corporation awards to its Named Executive Officers is cash compensation. The Corporation does not provide its Named Executive Officers with perquisites or personal benefits that are not otherwise available to other employees.

Compensation Processes and Goals

The deliberations of the Compensation Committee are conducted in a special session from which management is absent. These deliberations are intended to advance the key objectives of the compensation program for the Corporation's Named Executive Officers. At the request of the Compensation Committee, the Named Executive Officers may, from time to time, provide advice to the Compensation Committee with respect to the compensation program for the Corporation's Named Executive Officers. The Compensation Committee makes recommendations regarding the compensation to be awarded to the Named Executive Officers to the full Board of Directors (either on its own volition or based upon the advice it receives from the Named Executive Officers).

The Corporation relies on its Compensation Committee and its Board of Directors, through discussion without any formal objectives, targets, criteria or analysis, in determining the compensation of its Named Executive Officers. The Board of Directors is responsible for determining all forms of compensation, including the provision of long-term incentives through the granting of stock options to the Named Executive Officers of the Corporation, and to others, including, without limitation, to the Corporation's Directors, and for reviewing the Compensation Committee's recommendations regarding the compensation to be awarded to any other officers of the Corporation from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each such officer's and Director's position. The Board of Directors incorporates the following goals when it makes its compensation decisions with respect to the Corporation's Named Executive Officers: (i) the recruiting and retaining of executives who are critical both to the success of the Corporation and to the enhancement of shareholder value; (ii) the provision of fair and competitive compensation; (iii) the balancing of the interests of management with the interests of the Corporation's shareholders; (iv) the rewarding of performance, both on an individual basis and with respect to the operations of the Corporation as a whole; and (v) the preservation of available financial resources.

The Implementation of the Corporation's Compensation Policies

Fees

During the year ended June 30, 2017, the Chief Executive Officer was entitled to receive a salary of \$150,000 per annum from the Corporation. A formal employment agreement was entered into between the Corporation and the Chief Executive Officer effective June 1, 2012. Reference is made to the subheading "Employment/Consultant Contracts" for further particulars. This amount was agreed upon between the Chief Executive Officer and the Corporation taking into account the following considerations:

- the Chief Executive Officer's public company and regulatory experience gained through his involvement with the Corporation;
- the total number of years of the Chief Executive Officer's relevant experience; and
- the financing raised by the Corporation while the Chief Executive Officer has been in office.

The amount paid or payable to the Chief Executive Officer was not dependent on the fulfillment of any specific performance goals or similar criteria.

For the year ended June 30, 2018 the Corporation paid the Chief Financial Officer, Frank van de Water a total of \$47,738 based on the amount of time expended in his positions of Chief Operating Officer, Secretary, and Chief Financial Officer of the Corporation.

Stock Options

The granting of options to the Named Executive Officers under the Corporation’s Stock Option Plan provides an appropriate long-term incentive to management to create shareholder value. The number of options the Corporation grants to each Named Executive Officer reasonably reflects the Named Executive Officer’s specific contribution to the Corporation in the execution of such person’s responsibilities. However, the number of options granted does not depend upon nor does it reflect the fulfillment of any specific performance goals or similar conditions. Previous grants of options to Named Executive Officers are taken into consideration by the Compensation Committee in developing its recommendations with respect to the granting of new options. No options were granted to the Corporation’s Named Executive Officers in the year ended June 30, 2017.

The granting of options to the non-management Directors of the Corporation under the Corporation’s Stock Option Plan provides an appropriate long-term incentive to these Directors to provide proper independent oversight to the Corporation with a view to maximizing shareholder value. The number of options the Corporation grants to each of these Directors reasonably reflects each Director’s contributions to the Corporation in his capacity as a Director and as a member of one or more committees of the Board (if applicable), including without limitation the Compensation Committee and Audit Committee. Previous grants of options awarded to the independent Directors of the Corporation are taken into consideration when the Corporation considers the granting of new options to the independent Directors. No options were granted to the Directors during the year ended June 30, 2017.

The compensation of Directors is determined by the full Board with recommendation by the Compensation Committee. The payment of Directors’ fees to the independent Directors recognizes their contributions to the Corporation in their capacities as independent Directors and members of one or more committees of the Board (if applicable), including without limitation the Compensation Committee and Audit Committee. Independent Directors are entitled to receive \$1,000 per quarter and \$500 for each meeting attended.

Summary Compensation Table

The following table contains information about the compensation paid to, earned by and payable to, the Corporation’s Chief Executive Officer, Tom Drivas, and Chief Financial Officer, Frank van de Water for the fiscal years ending June 30, 2018, June 30, 2017 and the six months to June 30, 2016, and Michael D’Amico for the six months to December 31, 2015. In accordance with the Form, the Corporation does not have any other “Named Executive Officers” given that no executive officer receives total salary and bonus in excess of \$150,000. Specific aspects of compensation payable to the Named Executive Officers of the Corporation are further dealt with in detail in the following tables.

Summary Compensation Table

Name and Principal Position	Year	Salary or Fees (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)⁽¹⁾	Annual Incentive Plans	Long-Term Incentive Plans	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Tom Drivas,	2018	150,000	Nil	Nil	Nil	Nil	Nil	Nil	150,000
	2017	150,000	Nil	9,881	Nil	Nil	Nil	Nil	159,881

President and CEO	2016	150,000	Nil	14,654	Nil	Nil	Nil	Nil	164,654
Frank van de Water, CFO ⁽²⁾	2018	47,738	Nil	Nil	Nil	Nil	Nil	Nil	47,738
	2017	37,200	Nil	3,953	Nil	Nil	Nil	Nil	41,153
	2016	13,650	Nil	5,862	Nil	Nil	Nil	Nil	19,512
Michael D'Amico, CFO ⁽²⁾	2016	10,000	Nil	Nil	Nil	Nil	Nil	Nil	10,000

Notes:

- (1) The fair value of the options issued in 2016 and 2017 were estimated using the Black-Scholes Option pricing model with the following assumptions: expected dividend yield of Nil; risk free interest rate ranging from 0.60 to 0.80%; estimated life of 5 years and average expected volatility from 155.40% to 156.24. In 2015; expected dividend yield of Nil; risk free interest rate ranging from 1.63% to 2.0%; estimated life of 2 to 5 years and average expected volatility ranging from 126.85% to 141.18%.
- (2) The fees and benefits for Mr. van de Water in 2016 are from the date of appointment as CFO, for the six months ended June 30, 2016 and the fees and benefits for Mr. D'Amico in 2016 are for the six months ended December 31, 2015.

Outstanding Share-Based and Option-Based Awards Granted to Named Executive Officers as of June 30, 2018.

The following table summarizes all share-based and option-based awards granted by the Corporation to its Named Executive Officers which are outstanding as of June 30, 2018.

Name	Option-Based Awards			Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Tom Drivas	1,000,000	0.10	May 5, 2019	Nil	Nil	Nil
	500,000	0.10	April 20, 2021	Nil	Nil	Nil
Frank van de Water	250,000	0.10	May 5, 2019	Nil	Nil	Nil
	200,000	0.10	April 20, 2021	Nil	Nil	Nil

Note:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at June 30, 2018, which was \$0.055, and the exercise price of the option.

Value Vested or Earned by Named Executive Officers during the Year Ended June 30, 2018 under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year by Named Executive Officers in respect of option-based awards, share-based awards and non-equity incentive plan compensation during the year ended June 30, 2018.

Name	Option-Based Awards- Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation- Value Earned During the Year (\$)
Tom Drivas	Nil	Nil	Nil
Frank van de Water	Nil	Nil	Nil

Note: ⁽¹⁾ Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

Employment/Consulting Contracts

The Corporation entered into an employment agreement effective as of June 1, 2012 (the “**TD Employment Agreement**”) with the Chief Executive Officer, Tom Drivas, pursuant to which he is entitled to \$150,000 per year. The TD Employment Agreement was reviewed by the Compensation Committee and approved by the Board of Directors under recommendation by the Compensation Committee. The Chief Executive Officer can be terminated for cause or without cause subject to a sixty (60) day notice period and the payment of one (1) month’s salary for each full year of service calculated from December 4, 1996. See below for payment in the event of a Change of Control.

The consulting agreement with the Chief Financial Officer provides for payment based on the amount of time spent on the Corporation’s business and may be terminated on three months’ notice.

Termination and Change of Control Benefits

In the event of a termination of the Chief Executive Officer within twelve (12) months following a Change of Control, as defined below, Mr. Drivas is entitled to a payment equal to one (1) month’s salary for each full year of service calculated from December 4, 1996 payable as to fifty percent (50%) upon termination and the balance six (6) months thereafter. A Change of Control is defined as: (i) the transfer to or acquisition of at least twenty-five percent (25%) of the total issued and outstanding common voting securities of the Corporation from time to time, by one person or a group of persons acting in concert, either through one transaction or a series of transactions over time after the date hereof, and whether through the acquisition of previously issued voting securities, voting securities that have not been previously issued, or any combination thereof, or any transaction having a similar effect; (ii) twenty-five percent (25%) or more of the issued and outstanding voting securities of the Corporation become subject to a voting trust; (iii) the Corporation, directly or indirectly, amalgamates, consolidates or otherwise merges with any other body corporate or bodies corporate, other than a wholly owned subsidiary; (iv) the Corporation decides to sell, lease, or otherwise dispose of all or substantially all of its assets and undertaking, whether in one or more transactions; or (v) the Corporation enters into a transaction or arrangement which would have the same or similar effect as the transactions referred to in sub-paragraphs (iii) or (iv) above.

In the case of a change that could “materially affect control” of the Corporation, or a transaction that results, or could result, in a new holding of more than 25% of the voting securities held by one security holder or a combination of security holders acting together, the notice period to be given by the Corporation to the Chief Financial Officer shall be six months at a minimum retainer of \$5,000 per month, or \$50,000 in lieu of notice.

Other than as noted herein, the Corporation has no compensatory plan or arrangement with respect to the Named Executive Officers that results or will result from the resignation, retirement or any other termination of employment of any such officer’s employment with the Corporation, from a change of control of the Corporation or a change in the responsibilities of a Named Executive Officer following a Change in Control.

Compensation of Directors

The following table contains information about the compensation awarded to, earned by, paid to or payable to, the Corporation’s Directors, other than its Named Executive Officers, the compensation of whom is detailed above under “**Summary Compensation Table**”, for the fiscal year ended June 30, 2018.

Director Compensation Table

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
				Annual Incentive Plans	Long-Term Incentive Plans			
Thomas Skimming ⁽¹⁾	5,000	Nil	Nil	Nil	Nil	Nil	Nil	5,000
Brian Robertson ⁽¹⁾	5,000	Nil	Nil	Nil	Nil	Nil	Nil	5,000
Garth Kirkham	4,500	Nil	Nil	Nil	Nil	Nil	Nil	4,500
Lawrence Roulston	1,000	Nil	24,792 ⁽³⁾	Nil	Nil	Nil	Nil	25,792
William R. Johnstone ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Messrs. Skimmings and Robertson receive fees periodically for geological consulting services provided to the Corporation. They are entitled to receive Director's fees in periods when not providing consulting services.
- (2) Mr. Johnstone is not an independent Director as he serves as legal counsel to the Corporation.
- (3) The fair value of the options was estimated using the Black-Scholes Option pricing model with the following assumptions: expected dividend yield of Nil; risk free interest rate of 1.61%; estimated life of 5 years and expected volatility of 156.24%.

The independent Directors of the Corporation are entitled to \$1,000 per quarter and \$500 per meeting attended for their services as independent Directors. Non-independent Directors are not entitled to receive Directors' fees from the Corporation. All Directors of the Corporation are reimbursed for out-of-pocket expenses incurred in attending Directors and shareholders meetings and meetings of the Board committees. Directors are also entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by such Directors for such services to arm's length parties.

Outstanding Share-Based and Option-Based Awards Granted to Directors (Other than Directors who are Named Executive Officers) as of June 30, 2018

The following table summarizes all share-based and option-based awards granted by the Corporation to its Directors (other than Directors who are Named Executive Officers whose share-based and option-based awards outstanding as of June 30, 2018 are detailed above) which are outstanding as of June 30, 2018.

Name	Option-Based Awards			Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Thomas Skimming	850,000	0.10	May 5, 2019	Nil	Nil	Nil

	300,000	0.10	April 20, 2021	Nil	Nil	Nil
Brian Robertson	650,000	0.10	May 5, 2019	Nil	Nil	Nil
	200,000	0.10	April 20, 2021	Nil	Nil	Nil
Garth Kirkham	650,000	0.10	May 5, 2019	Nil	Nil	Nil
	200,000	0.10	April 20, 2021	Nil	Nil	Nil
Lawrence Roulston	500,000	0.10	March 19, 2023	Nil	250,000	Nil
William R. Johnstone ⁽²⁾	250,000	0.10	May 5, 2019	Nil	Nil	Nil
	200,000	0.10	April 20, 2021	Nil	Nil	Nil

Notes:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at June 30, 2018, which was \$0.055, and the exercise price of the option.
- (2) Mr. Johnstone is not an independent Director as he serves as legal counsel to the Corporation.

Value Vested or Earned during the Year Ended June 30, 2018 by Directors (Other than Directors who are Named Executive Officers) Under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year ended June 30, 2018 by Directors of the Corporation (other than Directors who are Named Executed Officers whose value vested or earned during the year ended June 30, 2018 under option-based awards, share-based awards and non-equity incentive plan compensation is detailed above) in respect of option-based awards, share-based awards and non-equity incentive plan compensation.

Name	Option-Based Awards- Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation- Value Earned During the Year (\$)
Thomas Skimming	Nil	Nil	Nil
Brian E. Robertson	Nil	Nil	Nil
Garth Kirkham	Nil	Nil	Nil
Lawrence Roulston	Nil	Nil	Nil
William R. Johnstone	Nil	Nil	Nil

Note:

- (1) Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of June 30, 2018 with respect to compensation plans under which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	9,350,000	0.10	9,543,932
Equity compensation plans not approved by security holders	Nil	Nil	Nil
TOTAL	9,350,000	0.10	9,543,932

STOCK OPTION PLAN

On March 1, 2017, the shareholders adopted the 2017 Incentive Stock Option Plan (the “**Plan**”) which replaced the 2009 Stock Option Plan. The Plan is designed to encourage common share ownership in the Corporation by Directors, officers, consultants and employees of the Corporation from time to time. The Plan currently provides that eligible persons thereunder include any Director, employee, (full-time or part-time), executive officer or consultant of the Corporation or any subsidiary thereof. A consultant means an individual (including an individual whose services are contracted through a personal holding corporation) with whom the Corporation or a subsidiary has a contract for substantial services. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares from time to time. Investor relations persons may not be granted options exceeding 2% of outstanding capital and such options must vest over a one year period with no more than 25% vesting in each quarter in arrears.

The Plan is administered by the Board of Directors of the Corporation. The Board of Directors has the authority to determine, among other things, subject to the terms and conditions of the Plan, the terms, limitations, restrictions and conditions respecting the grant of stock options under the Plan.

The Board of Directors has the authority under the Plan to establish the option price at the time each stock option is granted which shall in all cases be not less than the closing sale price of the common shares on the TSXV Exchange or such other stock exchange on which the common shares of the Corporation are listed, on the trading day immediately preceding the date of the grant. The option price cannot be discounted.

Options granted under the Plan must be exercised no later than ten (10) years after the date of grant and options generally are not transferable other than by will and by the optionee’s legal representatives in the event of his or her death. If an optionee ceases to be an eligible person for any reason whatsoever other than death, resignation or termination for cause, each option held by such optionee will cease to be exercisable in a period not exceeding twelve (12) months following the termination of the optionee’s position with the Corporation but only up to and including the original option expiry date. If an optionee dies, the legal representative of the optionee may exercise the optionee’s options for a period not exceeding one (1) year after the date of the optionee’s death but only up to and including the original option expiry date. Options granted under the Plan are not transferable other than by will or the laws of descent and distribution.

The Corporation will not provide any optionee with financial assistance in order to enable such optionee to exercise stock options granted under the Plan. The Corporation has no other compensation plans or arrangements in place and none are currently contemplated.

As of the date of this Circular, there are currently 9,543,932 options available for grant under the Plan with 9,350,000 stock options outstanding under the Plan as follows:

Name and Position	Common Shares Under Option	Exercise Price Range (per Common Share)	Expiry Date
Directors	4,850,000	\$0.10	May 5, 2019 – March 19, 2023
Directors who are also Executive Officers	1,950,000	\$0.10	April 9, 2018 – April 20, 2021
Consultants and Employees	2,550,000	\$0.10	May 5, 2019– April 20, 2021
TOTAL	9,350,000		

INDEBTEDNESS OF OFFICERS AND DIRECTORS

No officer or Director of the Corporation is indebted to the Corporation for any sum.

MANAGEMENT CONTRACTS

No management functions of the Corporation are performed to any substantial degree by a person other than the Directors or executive officers of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No insider of the Corporation, no proposed nominee for election as a Director of the Corporation, and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries, other than disclosed above under the headings "Executive Compensation" and "Stock Option Plan".

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Corporation, as a Venture Issuer, to disclose annually in its information circular certain information relating to the Corporation's audit committee and its relationship with the Corporation's independent auditors.

The Audit Committee's Charter

The Corporation's Audit Committee is governed by its Audit Committee Charter, a copy of which is annexed hereto as **Schedule "A"**.

Composition of the Audit Committee

The Corporation's Audit Committee currently comprises three (3) Directors, Garth Kirkham, Lawrence Roulston and Brian Robertson. As defined in NI 52-110, Garth Kirkham and Lawrence Roulston are independent. As defined in NI 52-110, Brian Robertson is independent except during periods when providing geological consulting services. As defined in NI 52-110, all three members of the Audit Committee are financially literate.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed fiscal year, the Corporation's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Relevant Education and Experience

The following is a summary of the relevant education and experience of each of the members of the Corporation's Audit Committee:

Garth Kirkham

Mr. Kirkham obtained a Bachelor's degree in Science from the University of Alberta in 1983. He became a Registered Professional Geoscientist in Alberta (APEGGA) in 1987, in Northwest Territories and Nunavut Association (NAPEGG) and BC (APEGBC) in 2005, in Ontario (APGO) in 2011, in Manitoba (APEGM) in 2012. He is also a fellow of SEG (Society of Exploration Geologists), CIM (Canadian Institute of Mining) and Geoscientists Canada. Mr. Kirkham is the Past-President of the Canadian Institute of Mining (CIM). He is the Co-Chair of the CIM Mineral Resources Mineral Reserves Committee and the Chair of the Geoscientists Canada, Securities Committee. Mr. Kirkham was audit committee chair and national council member for the Geological Association of Canada until May 2010 and is currently Chair of the Audit Committee for Geoscientists Canada. He also served on the audit committee of four other public companies currently and in the past.

Lawrence Roulston

Mr. Roulston is a mining professional with a B.Sc. in geology and over 35 years of diverse experience in the mining industry. He is Managing Director of WestBay Capital Advisors, providing business advisory and capital markets expertise to the junior and mid-tier sectors of the mining industry. Previously, he was president of a company which provided resource advisory services for US private investors. Before that, he was a mining analyst and consultant, as well as the editor of "Resource Opportunities", an independent investment publication focused on the mining industry. For the first 20 years of his career, Mr. Roulston was involved in management of both large and junior resource companies. In addition to his position as the Managing Director of WestBay Capital Advisors he is the President, CEO and a Director of Auramex Resource Corp.

Brian Robertson

Mr. Robertson holds a Graduate Diploma in Business Administration from Laurentian University, Sudbury, Ontario, and has extensive experience in financial matters related to public companies gained as President and CEO of Mexican Gold Corp. as well as former President and CEO of Source Exploration Corp., President of Nuinsco Resources Ltd and Victory Nickel Ltd. Mr. Robertson has played a key role in a number of financings for both public and private companies.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditors in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Committee will review the engagement of non-audit services as required.

External Auditors Service Fees (By Category)

The fees paid to the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All Other Fees ⁽³⁾
2018	\$18,250	Nil	Nil	Nil
2018	\$17,500	Nil	Nil	Nil

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under Audit Fees.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 for Venture Issuers which allows for an exemption from Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110 and allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2.

CORPORATE GOVERNANCE

Effective June 30, 2006, the securities regulatory authorities in Canada adopted National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) and National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”). NP 58-201 contains a series of guidelines for effective corporate governance. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the experience and education of board members and other items dealing with sound corporate governance.

Pursuant to NI 58-101, the Corporation is now required to provide disclosure in this Information Circular of its corporate governance practices in accordance with Form 58-101F2 which follows:

1. **Board of Directors** — there are currently seven (7) members of the Corporation’s Board of Directors: Tom Drivas, Thomas Skimming, Lawrence Roulston, Garth Kirkham, Frank van de Water, Brian Robertson and William R. Johnstone. Messrs Kirkham, Roulston and Robertson are independent Directors of the Corporation. Tom Drivas is the President and Chief Executive Officer, Frank van de Water is the Chief Operating Officer, Chief Financial Officer and Secretary, William R. Johnstone is legal counsel to the Corporation and Brian Robertson, Thomas Skimming, and Lawrence Roulston receive fees for geological or other consulting services if and when provided to the Corporation.
2. **Directorships** — No Director or proposed Director of the Corporation is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction except for:

Director	Name of Reporting Issuer	Market	Position(s) with Issuer
Tom Drivas	Appia Energy Corp.	CSE	Director, President and CEO
Thomas Skimming	Appia Energy Corp.	CSE	Director
Garth Kirkham	ValOre Metals Corp.	TSXV	Director
Brian Robertson	Minnova Corp.	TSXV	Director
	Mexican Gold Corp.	TSXV	Director, President and CEO
	Appia Energy Corp.	CSE	Director
Lawrence Roulston	Auramex Resource Corp.	TSXV	Director, President and CEO
	Mountain Boy Minerals Ltd.	TSXV	Director, President and CEO
	Metalla Royalty and Streaming Ltd.	TSXV	Director, Chairman
	Thunderstruck Resources Ltd.	TSXV	Director
Frank van de Water	Razore Rock Resources Inc.	CSE	Director
	AurCrest Gold Inc.	TSXV	Director
	Appia Energy Corp.	CSE	Director, CFO & Secretary
	Inter-Rock Minerals Inc.	TSXV	Director
	Consolidated Tanager Limited	Not listed	Director
William R. Johnstone	Appia Energy Corp.	CSE	Director and Asst. Secretary
	AurCrest Gold Inc.	TSXV	Director and Corporate Secretary
	Razore Rock Resources Inc.	CSE	Director and Corporate Secretary
	Bold Ventures Inc.	TSXV	Director and Corporate Secretary
	Rockcliff Metals Corporation	TSXV	Director and Corporate Secretary

3. **Orientation and Continuing Education** — The Corporation has implemented a board charter (“**Board Charter**”), last reviewed in November, 2018, which sets out the responsibilities of the Board of Directors and is attached as **Schedule “B”**. However, the Corporation has not yet developed an official policy for orienting new Directors. The Board of Directors will consider implementing such a procedure if it becomes necessary in the future. The Board of Directors has not currently established criteria for continuing education for Directors. All of the Directors have either expertise or substantial experience in the Corporation’s area of business.
4. **Ethical Business Conduct** — The Board of Directors is committed to the establishment and maintenance of appropriate ethical standards to underpin the Corporation’s operations and corporate practices. The Corporation’s Code of Business Conduct and Ethics (the “**Code**”) implemented in May 2012 and reviewed annually, aims to encourage the appropriate standards of conduct and behaviour of the Directors, officers, employees and contractors (collectively the “**Corporation Representatives**”) in carrying out their roles for the Corporation. The Corporation Representatives are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Corporation. The Code is filed on the Corporation’s profile on www.sedar.com.

The Corporation has also implemented an Insider Trading Policy, which imposes basic trading restrictions on all Directors, officers, employees and consultants of the Corporation and a Whistleblower Policy, which encourages the reporting of any non-compliance with the Code.

All members of the Board of Directors are required to notify fellow Board of Directors members of any material personal interest in any matter under the Board’s consideration. Having regard to the nature and extent of such interest, the affected Director may be required to remove himself from discussion and consideration of, and voting on, such matter.
5. **Nomination of Directors** — The Board of Directors will continue to be responsible for identifying new candidates for the Board including members to fill any vacancies on the Board. It will consider candidates submitted by Directors, officers, employees, shareholders and others and may retain search firms for the purposes of identifying suitable candidates who meet the level of personal and professional integrity and ability it deems appropriate for Directors of the Corporation.
6. **Compensation** — Compensation is determined by the Board of Directors with the recommendations by the Compensation Committee comprising Thomas Skimming and Garth Kirkham, including reviewing the compensation of Directors and officers and the granting of stock options. Compensation will be determined with reference, in part, to compensation of officers and directors in similar industries performing similar functions.
7. **Other Board Committees** — The existing committees of the Board of Directors are the Compensation Committee and the Audit Committee.
8. **Assessments** — The Board of Directors is considering establishing procedures for satisfying itself that the Board, its committees, and its individual Directors are performing effectively.

PARTICULARS OF MATTERS TO BE ACTED UPON

PRESENTATION OF FINANCIAL STATEMENTS

The Annual Financial Statements for the fiscal years ended June 30, 2018 and 2017 including the report of the auditors thereon and the Annual MD&A will be submitted to the Meeting. Receipt at the Meeting of the auditors’ report and the Annual Financial Statements for the Corporation’s last completed fiscal period will not constitute approval or disapproval of any matters referred to therein. The Annual Financial Statements and the Annual MD&A can be obtained from the Corporation’s profile on the SEDAR website at www.sedar.com and on the Corporation’s website

at www.romios.com. Shareholders may receive paper copies of the Circular and the Annual Financial Statements and Annual MD&A by following the procedure referred to under the heading “Notice-and-Access” on the first page of this Circular. In the alternative, upon receiving a written request to the address on the first page of this Circular, the Corporation will mail a copy of the Annual Financial Statements and Annual MD&A to you.

ELECTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Corporation currently consists of seven (7) Directors. The persons named in the form of proxy or voting instruction form intend to vote for the election as Directors of each of the seven (7) nominees of management whose names are set forth in the table below. The Board of Directors has adopted a majority voting policy in order to promote enhanced director accountability. Each Shareholder is entitled to cast their votes for, or withhold their votes from, the election of each Director. If the number of shares “withheld” for any nominee exceeds the number of shares voted “for” the nominee, then, notwithstanding that such Director was duly elected as a matter of corporate law, he shall tender his written resignation to the Corporation. The Board will consider such offer of resignation and the Director’s suitability to continue to serve as a Board member after considering, among other things, the stated reasons, if any, why certain shareholders “withheld” votes for the Director, the qualifications of the Director and whether the Director’s resignation from the Board would be in the best interests of the Corporation.

These nominees have consented to being named in this Circular and to serve if elected. The Corporation’s management does not contemplate that any of the nominees will be unable or unwilling to serve as a Director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly submitted proxies given in favour of such nominee(s) may be voted by the persons whose names are printed in the form of proxy, in their discretion, in favour of another nominee.

The following table and notes thereto state the names of all the persons proposed to be nominated for election as Directors, all of the positions and offices with the Corporation now held by them, their present principal occupations or employments for the last five (5) years and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them as of January 10, 2017. The information as to shares beneficially owned has been furnished to the Board of Directors by the respective nominees.

Name Municipality of Residence	Position with Corporation	Principal Occupation or Employment for the Last Five Years	Director From	Number of Shares Beneficially Owned or Controlled
Tom Drivas <i>Toronto, Ontario</i>	President, CEO and Director	President and CEO of the Corporation, President and CEO of Appia Energy Corp.	October 2, 1995	12,402,287 Common Shares
Thomas Skimming ⁽¹⁾ <i>Toronto, Ontario</i>	Vice-President, Exploration and Director	President, Thomas Skimming & Associates Limited	January 8, 1997	2,028,666 Common Shares
Frank van de Water <i>Toronto, Ontario</i>	COO, CFO, Secretary and Director	COO, CFO and Secretary of the Corporation, CFO and Secretary of Appia Energy Corp.	July 9, 2007	855,000 Common Shares

Brian Robertson ⁽²⁾ <i>Thunder Bay, Ontario</i>	Director	Director, President and CEO of Mexican Gold Corp. (formerly Source Exploration Corp.)	June 12, 2008	316,667 Common Shares
Garth Kirkham ^{(1) (2)} <i>Vancouver, British Columbia</i>	Director	President, Kirkham Geosystems Ltd.	March 3, 2006	1,371,665 Common Shares
Lawrence Roulston ⁽²⁾ <i>West Vancouver, British Columbia</i>	Director	Managing Director, WestBay Capital Advisors, CEO Auramex Resource Corp.	March 19, 2018	375,000 Common Shares
William R. Johnstone <i>Toronto, Ontario</i>	Director and Assistant Secretary	Partner, Gardiner Roberts LLP	May 28, 2013	999,442 Common Shares

Notes:

(1) Member of the Compensation Committee.

(2) Member of the Audit Committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the knowledge of the Corporation, no Director or proposed Director of the Corporation is, as at the date of this Circular, or has been in the last 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity,

- (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

except for Frank van de Water who was a director of Red Tiger Mining Inc. (formerly Zaruma Resources Inc.), which was cease traded for 90 days from May 13, 2010 to August 10, 2010 by the Ontario Securities Commission and British Columbia Securities Commission for failure to file financial statements; and for Garth Kirkham who was a director of Sierra Madre Developments Inc., which was cease traded on August 6, 2014 by the British Columbia Securities Commission for failure to file financial statements.

For the purposes of subsections (a) and (b) above, “order” means (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the knowledge of the Corporation, no Director or proposed Director of the Corporation:

- (a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Director or proposed Director, except William R. Johnstone who was an officer and director of Outlook Resources Inc. (“**Outlook**”) until August 2010. Outlook filed a Proposal under the *Bankruptcy and Insolvency Act of Canada* which was approved by the Court on March 21, 2011 and has not yet been finalized. Lawrence Roulston was a director of KBL Mining Ltd., which was listed on the Australian Stock Exchange and was placed into voluntary administration, with receivers appointed within a year of Mr. Roulston ceasing to act as a director

Penalties or Sanctions

To the knowledge of the Corporation, none of the Directors or proposed Directors of the Corporation have been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or have entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Conflict of Interest

To the best of the Corporation’s knowledge and other than as disclosed herein, there are no existing or potential conflicts of interest among the Corporation, its promoters, Directors, officers or other members of management of the Corporation except that certain of the Directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies and their duties as a Director, officer, promoter or management of the Corporation.

The Directors and officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by Directors of conflicts of interest and the Corporation will rely upon such laws in respect of any directors’ and officers’ conflicts of interest or in respect of any breaches of duty by any of its Directors and officers.

APPOINTMENT OF AUDITORS

The persons named in the form of proxy or voting instruction form intend to vote for the appointment of Wasserman Ramsay, Chartered Accountants, of Markham, Ontario, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the Directors of the Corporation to fix the auditors’ remuneration.

On the representations of the said auditors, neither that firm nor any of its partners has any direct financial interest nor any material indirect financial interest in the Corporation or any of its subsidiaries nor has had any connection during the past three years with the Corporation or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee.

The shareholders are urged by Management to appoint Wasserman Ramsay, Chartered Accountants, as the Corporation’s auditors and to authorize the Board of Directors to fix their remuneration.

RATIFICATION OF THE STOCK OPTION PLAN

The TSXV requires annual approval of the Plan. Management is therefore seeking the approval of the shareholders to ratify the Plan. It is proposed that shareholders approve the following resolution:

“BE IT RESOLVED THAT:

1. the Corporation’s Stock Option Plan is hereby ratified; and
2. any one Director or officer of the Corporation be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

Management urges shareholders to approve the ratification of the Plan.

OPTION OF NEWMONT LAKE PROPERTY TO CRYSTAL LAKE MINING CORP.

The Board of Directors of the Corporation is seeking shareholder approval to an ordinary resolution approving the option (the **“Property Option”**) of the Newmont Lake Property (the **“Property”**) to Crystal Lake Mining Corp. (**“CLM”**) pursuant to the terms of the Definitive Agreement (as defined below).

TSXV conditionally approved the option of the Property by the Corporation to CLM on November 1, 2018 and conditionally approved the option of the Property by CLM from the Corporation on October 12, 2018. Final TSXV approval is subject to certain conditions, including shareholder approval by the shareholders of the Corporation and the delivery of a National Instrument 43 – 101 (**“NI 43-101”**) technical report for the Newmont Lake Project (the **“Technical Report”**) by CLM (the date of receipt of such final approval is referred to herein as the **“Acceptance Date”**).

TSXV has required shareholder approval by the Corporation due to the fact that the Property represents the vast majority of the acquisition costs for the Exploration and Evaluation Assets as reflected in the Consolidated Statements of Financial Position of the Corporation as at June 30, 2018. As a result, TSXV is treating the Property Option as a fundamental disposition which requires the approval of not less than 50.1% of the votes cast in person or by proxy by those shareholders who vote in respect of the Ordinary Resolution (as defined herein) at the Meeting (**“Shareholder Approval”**).

Forward-Looking Information

This Circular contains certain statements or disclosures that may constitute forward-looking information under applicable securities laws. All statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results or developments that management of the Corporation anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking information. In some cases, forward-looking information can be identified by terms such as “forecast”, “future”, “may”, “will”, “expect”, “anticipate”, “believe”, “potential”, “enable”, “plan”, “continue”, “contemplate”, “pro forma” or other comparable terminology.

Forward-looking information presented in such statements or disclosures may, among other things, relate to: the structure, steps, timing and effects of the Property Option; the anticipated benefits and shareholder value resulting from the Property Option; the nature of the Corporation’s operations following the Acceptance Date; forecasts of capital expenditures and the sources of the financing thereof; expectations regarding the ability of the Corporation to identify and acquire other assets; the prospects for the Lundmark-Akow Lake Property; expectations regarding the ability of the Corporation to raise capital; movements in currency exchange rates; anticipated income taxes; the Corporation’s business outlook; plans and objectives of management for future operations; forecast business results; and anticipated financial performance.

Various assumptions or factors are applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Corporation. In some instances, material assumptions and factors are presented or discussed elsewhere in this Circular in connection with the statements or disclosure containing the forward-looking information. You are cautioned that the following list of material factors and assumptions is not exhaustive. The factors and assumptions include, but are not limited to: the approval of the Property Option by shareholders; the receipt of all regulatory approvals to complete the Property Option; CLM raising sufficient funds to maintain the Property Option; no unforeseen changes in the legislative and operating framework for the business of the Corporation or CLM, as applicable; no significant adverse changes in economic conditions that influence the demand for gold or other precious or base metals; no significant adverse changes in commodity prices; a stable competitive environment; and no significant event occurring outside the ordinary course of business such as a natural disaster or other calamity.

The forward-looking information in statements or disclosures in this Circular is based (in whole or in part) upon factors which may cause actual results, performance or achievements of the Corporation, to differ materially from those contemplated (whether expressly or by implication) in the forward-looking information. Those factors are based on information currently available to the Corporation. Actual results or outcomes may differ materially from those predicted by such statements or disclosures. While the Corporation does not know what impact any of those differences may have, its business, results of operations, financial condition and credit stability may be materially adversely affected. Factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking information include, among other things, the failure to complete the Property Option; the failure to realize the anticipated benefits of the Property Option; the risks that the Property Option will not receive all requisite shareholder and TSXV approvals; the failure of CLM to raise sufficient capital for the exploration of the Property; the failure of CLM to identify an economically viable mineral deposit on the Property; the failure of CLM to obtain required exploration or mining authorization permits for the further exploration and development of the Property; and the risks associated with fluctuations in commodity prices in the mining sector; the risks associated with legislative and regulatory developments that may affect costs, revenues, the speed and degree of competition entering the market, global capital markets activity and general economic conditions in geographic areas where the Corporation operates and where CLM will operate.

The forward-looking statements contained in this analysis are expressly qualified by this cautionary statement. Subject to the Corporation's obligations under applicable securities laws, the Corporation is not under any duty to update any of the forward-looking statements after the date of this Circular to conform such statements to actual results or to changes in the Corporation's expectations.

Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking statements or disclosures. The foregoing statements expressly qualify any forward-looking information contained herein.

The Corporation cautions you that the above list of risk factors is not exhaustive. Other factors which could cause actual results, performance or achievements of the Corporation to differ materially from those contemplated (whether expressly or by implication) in the forward-looking statements or other forward-looking information are disclosed in the Corporation's publicly filed disclosure documents, including those disclosed under "Risk Factors" in this Circular.

Definitive Agreement

The Corporation and CLM entered into a binding Letter Agreement dated September 19, 2018 (the "**Letter Agreement**") pursuant to which the Corporation agreed to grant CLM an option to earn a 100% working interest in the Property (the "**Option**") on the terms and conditions set out in the Letter Agreement, subject to approval of TSXV and the execution of a Definitive Agreement. The Corporation and CLM signed a Mineral Property Option Agreement (the "**Definitive Agreement**") on November 29, 2018 (the "**Effective Date**") replacing the Letter Agreement. The Definitive Agreement is available on the Corporation's profile on SEDAR at www.sedar.com.

Pursuant to the terms of the Definitive Agreement, the total consideration payable for CLM to earn a 100% working interest in the Property includes \$2 million in cash option payments, the issuance of 12 million common shares of CLM ("**Shares**"), the expenditure of \$8 million on the Property over three (3) years, the granting of the Additional

Share Consideration (as defined below) and the retention by the Corporation of a 2% net smelter return royalty (“NSR”) in respect of the Property (collectively the “**Option Consideration**”) as more particularly set out below:

- i) \$1,000,000 comprising a \$250,000 deposit, \$50,000 of which is non-refundable, which has been received, and a further three payments in the amount of \$250,000 each to be paid at 90 days, 180 days and 270 days following the Acceptance Date;
- ii) \$1,000,000 to be paid when CLM has earned its 100% interest in the Property;
- iii) 12 million Shares to be issued over three years as follows: 4 million Shares to be issued within three (3) business days following the Acceptance Date; 4 million Shares to be issued on the second anniversary of the Effective Date; and 4 million Shares to be issued on the third anniversary of the Effective Date;
- iv) \$8,000,000 to be expended by CLM on the Property over three years as follows: \$3 million to be expended by September 20, 2019; a further \$2,500,000 to be expended by September 19, 2020; and a further \$2.5 million to be expended by September 19, 2021;
- v) a further 2,000,000 Shares will be issued to Romios in the event one or more NI 43-101 compliant resource estimates which collectively exceed 1,000,000 ounces of gold equivalent resources (being the sum of indicated and inferred) are issued and an additional 1,000,000 Shares will be issued to Romios for each full 1,000,000 additional ounces of gold equivalent resources which is so documented. The share issuances referred to herein are collectively referred to as the “**Additional Share Consideration**”; and
- vi) the Corporation shall retain the NSR, pursuant to the terms of the Net Smelter Return Royalty Agreement, the form of which is annexed to the Definitive Agreement (the “**Royalty Agreement**”), over the entire Property and any property acquired by CLM within five (5) kilometres of the existing boundary of the Property. One-half of the NSR can be bought back by CLM for \$2,000,000 per 0.5% for a period of 2 years after the Earn-In Date (as defined below). The NSR shall be in addition to any other existing royalties affecting portions of the Property.

With respect to the obligation to expend \$8 million on the Property over three (3) years, CLM will present to Romios by March 18, 2019, an exploration plan for the exploration work to be performed (a “**Work Program**”) for the first year in the amount of at least \$3,000,000 and provide bank confirmation or other confirmation at that time that funds are in place to complete the program, satisfactory to Romios, acting reasonably (a “**Program and Funding Confirmation**”). Failure to meet this requirement will result in forfeiture of the Option and the Definitive Agreement shall be terminated. Exploration plans and budgets for 2020 in the amount of an aggregate of \$5,500,000 (including the prior year’s expenditures) and exploration plans and budgets for 2021 in the amount of an aggregate of \$8,000,000 (including the prior years’ expenditures) must also be presented to Romios by March 1, 2020 and March 1, 2021 respectively along with confirmation at that time that funds are in place to complete the respective programs, satisfactory to Romios, acting reasonably, each respectively a Program and Funding Confirmation. Failure to meet these Program and Funding Confirmation requirements will result in forfeiture of the Option and the Definitive Agreement shall be terminated. During the thirty (30) days following delivery of a Program and Funding Confirmation, CLM agrees to consult and work closely with the Corporation’s technical personnel in good faith to review the Work Program, and the Corporation will have the right to recommend changes or amendments prior to the drafting of a final plan by April 1 each year. CLM at its discretion will have the right to make a final decision regarding the Work Program. If CLM delivers a Program and Funding Confirmation, it shall then be obligated to incur the expenditures in accordance with the terms of the Work Program set out in the applicable Program and Funding Confirmation. Under the terms of the Definitive Agreement, CLM has the right to change the Work Program by changing the drilling targets, if the results are not satisfactory to CLM, as determined by CLM at its sole discretion. The ability to change the drilling targets does not relieve CLM from the obligation to incur the expenditures pursuant to the Work Program on the Property.

The Definitive Agreement sets out standard covenants, representations and warranties for a transaction of this nature. In addition to Shareholder Approval and delivery of the Technical Report, if the Acceptance Date has not occurred by the later of five (5) business days following Shareholder Approval and January 22, 2019, the Definitive Agreement will be terminated.

Upon receipt of the Option Consideration by the Corporation, CLM will earn a 100% working interest in the Property (the “**Earn-In Date**”), subject to the NSR and the Additional Share Consideration. On the Earn-In Date, the parties will execute the Royalty Agreement, title to the Property will be transferred to CLM and the Royalty Agreement will be registered on title to the Property.

Shareholder Approval

In the last three fiscal years ending June 30, 2018, the Corporation has spent \$264,461 on exploration of its properties in British Columbia including the Property, representing 25.2% of its exploration expenditures, mainly to maintain the claims in good standing, and has spent \$784,355 on exploration of its Lundmark-Akow Lake Property in Ontario, representing 74.8% of its exploration expenditures. However, of the \$4,220,639 in acquisition costs included as Exploration and Evaluation Assets on the Consolidated Statement of Financial Position of the Corporation for the fiscal year ended June 30, 2018, the Property represents approximately \$3.7 million of that number. There have been no material changes to that balance sheet number since June 30, 2012. In the year ended June 30, 2012, \$2 million was added to the acquisition costs of the Property as a result of the issuance of 4,282,655 shares of the Corporation (with a deemed value of \$2 million at the time of issuance) for the acquisition of the remaining 25% interest in part of the Property in October of 2011, increasing the balance sheet number from \$1.7 million to \$3.7 million for the Property. From the completion of an exploration program in British Columbia in 2012, no material amount of money was spent on the Property until calendar year 2018 when approximately \$340,000 was spent in the period to September 30.

The Corporation writes off its exploration expenditures but reports its exploration expenditures in notes to the financial statements. Of the approximately \$20.6 million (net of Provincial grants) spent historically on the properties in British Columbia, approximately \$7.8 million was spent on the Property, the vast majority of which was spent prior to 2012, and approximately \$12.8 million was spent on its other properties in British Columbia, which it continues to hold. Notwithstanding the historical balance sheet number for the Property and notwithstanding the historical expenditures on the Property, the Property is only a portion of the Corporation’s property interests in British Columbia where the majority of funds spent in British Columbia have been spent on its other properties.

The only way to add value to the Property is to undertake a major exploration program of the Property. CLM, pursuant to the Letter Agreement, completed a reverse circulation drilling program on the Property in October 2018 with expenditures (the “**October Expenditures**”) of approximately \$505,914 (subject to verification) which will provide assessment credits to help maintain the Property for a further year pending CLM committing to further exploration expenditures of an aggregate of \$3 million by September 2019 pursuant to the Definitive Agreement to maintain their Option of the Property. The October Expenditures will be credited to the \$8 million in expenditures required to be made by CLM to earn its interest in the Property.

The Property is carried on the balance sheet of the Corporation at a significant value, resulting in TSXV requiring Shareholder Approval. However, the option of the Property is in the ordinary course of business of a junior exploration Corporation. The historical costs of a property on the balance sheet do not reflect the realizable value of the property to the Corporation; nor do the historical exploration expenditures. CLM can earn a 100% working interest in the Property by expending \$8 million on exploration of the Property to add value to the Property. In addition to cash option payments and Share issuances to the Corporation, the Corporation will also hold the NSR on the Property and be entitled to the Additional Share Issuances to add value to the Corporation for its shareholders. As indicated above, the exploration expenditures by the Corporation have been focused on the Lundmark-Akow Lake Property over the last three years and the Corporation intends to focus on that property in the foreseeable future. The Corporation plans to do approximately \$500,000 worth of drilling on its Lundmark-Akow Lake Property commencing in January 2019 (where access is easier, mobilization costs are significantly less than in British Columbia and work can be performed in the winter).

Recommendation of the Board of Directors and Management

The Board of Directors of the Corporation has carefully reviewed and considered the merits of the proposed Option of the Property pursuant to the terms of the Definitive Agreement and, after taking into consideration all applicable

factors, has unanimously determined that it is in the best interests of the Corporation and its shareholders to proceed with the Option of the Property and to approve the Definitive Agreement, subject to TSXV final approval and Shareholder Approval. As none of the members of the Board of Directors are interested parties with respect to the proposed Property Option, the Board of Directors determined that review by a special committee was not necessary. Since the Property Option is entirely arm's length and subject to approval of the shareholders, the Board of Directors unanimously determined that no independent fairness opinion of the Property Option was necessary or appropriate in the circumstances. Pursuant to the terms of the Definitive Agreement, the directors of the Corporation holding shares of the Corporation have agreed to vote in favour of the Ordinary Resolution. The Board of Directors and Management of the Corporation recommend that shareholders vote in favour of the Ordinary Resolution.

Ordinary Resolution Approving the Definitive Agreement and the Option of the Property

At the Meeting, shareholders will be asked to consider, and if deemed advisable, to approve the following ordinary resolution (the "**Ordinary Resolution**") to approve the Definitive Agreement and the Option of the Property to CLM, subject to TSXV final approval. The Ordinary Resolution must be approved by a majority of 50.1% of the shareholders present in person or represented by proxy and voting at the Meeting (the "**Requisite Approval**"). The text of the Ordinary Resolution is as follows:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the execution and delivery by Romios Gold Resources Inc. (the "**Corporation**") of the Mineral Property Option Agreement dated as of November 29, 2018 between the Corporation and Crystal Lake Mining Corp. (the "**Definitive Agreement**") is hereby ratified, approved and confirmed;
2. the performance by the Corporation of its obligations under the Definitive Agreement be and is hereby authorized and approved;
3. the option (the "**Property Option**") of the Property in accordance with the terms and conditions of the Definitive Agreement, is hereby authorized, approved and adopted;
4. notwithstanding that this resolution has been passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, without further approval of the shareholders of the Corporation to: (i) amend the Definitive Agreement to the extent permissible therein; and (ii) not proceed with the Property Option without further approval of the shareholders; and
5. any director or officer of the Corporation be and is hereby authorized and directed for and on behalf of and in the name of the Corporation to do all acts and things and sign, execute and deliver all such applications, documents, agreements and instruments as may be necessary or advisable to effect the Property Option in accordance with the Definitive Agreement and to further the transactions contemplated by the Definitive Agreement."

CLM subscribed to the private placement, the closing of which was announced by the Corporation on October 2, 2018, and acquired 2,187,500 common shares (the "**CLM Shares**") and 2,187,500 warrants of the Corporation. As a result of being an interested party in the Property Option, the CLM Shares will be excluded from voting in determining the Requisite Approval for the Ordinary Resolution. 18,348,727 common shares of the Corporation held by the Board of Directors of the Corporation will be voted in favour of the Ordinary Resolution.

Unless authority to do so is withheld, proxies given pursuant to this solicitation by the management of the Corporation will be voted "FOR" the approval of the Definitive Agreement and the Option of the Property.

The Board of Directors and management of the Corporation recommend that shareholders vote in favour of the above Ordinary Resolution.

Risk Factors

There are a number of risks that could affect the Property Option, the business and prospects of the Corporation and the business and prospects of CLM. They include the speculative nature of the exploration and development of mineral properties, the ability to finance the exploration and development of mineral properties, operating hazards, environmental and other government regulations, conducting aboriginal consultation and obtaining consents as may be required, competition in the marketplace, markets for the Corporation's securities and the demand for gold and other minerals. In the future, the viability of a Corporation's principal assets which are mineral properties will depend on the successful definition of recoverable and economic resources and the establishment of positive comprehensive feasibility studies leading to production decisions. After completion of positive feasibility studies, success is dependent on maintaining the title and beneficial interest in the properties, obtaining the necessary governmental permits and approvals and aboriginal consents as may be required and the successful financing, construction and operation of a facility to profitably extract the contained metals. There is no assurance that adequate funding can be raised, that any mineral property will have an economically viable mineral deposit, that required exploration and mining authorization permits will be issued or, if issued, will not be revoked by a government or challenged by third parties, that there will be adequate human resources to explore or develop mineral properties or that compliance with environmental regulations won't involve significant costs.

ADDITIONAL INFORMATION

Additional information concerning the Corporation can be obtained from www.sedar.com<http://www.sedar.com/> and on the Corporation's website www.romios.com.

Financial information concerning the Corporation is provided in the Corporation's comparative financial statements and Management's Discussion and Analysis for its fiscal year ended June 30, 2018 which have been mailed to registered and non-objecting beneficial shareholders. Copies of these documents may also be obtained from the Corporation by making a request in writing to the Corporation at 2 Toronto Street, Suite 500, Toronto, Ontario M5C 2B6, fax (416) 218-9772, Attention: Secretary.

APPROVAL OF DIRECTORS

The Circular and the mailing of same to shareholders have been approved by the Board of Directors of the Corporation.

DATED the 30th day of November, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"Frank van de Water"

FRANK VAN DE WATER

Secretary

SCHEDULE "A"

ROMIOS GOLD RESOURCES INC. (the "Corporation")

AUDIT COMMITTEE CHARTER

Purpose of the Audit Committee

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Corporation is to assist the Board in fulfilling its responsibility for the oversight of the financial reporting process. The purpose of this Charter is to ensure that the Corporation maintains a strong, effective and independent audit committee, to enhance the quality of financial disclosure made by the Corporation and to foster increased investor confidence in both the Corporation and Canada's capital markets. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Corporation's Management to ensure that the independent auditors serve the interests of shareholders rather than the interests of Management of the Corporation. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will review financial reports or other financial information provided by the Corporation to regulatory authorities and shareholders and review the integrity, adequacy and timeliness of the financial reporting and disclosure practices of the Corporation. The Committee will monitor the independence and performance of the Corporation's independent auditors.

Composition and Procedures of the Audit Committee

The Committee shall consist of at least three (3) directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. While the Board may recommend a Chairman for the Committee, the Committee shall have the discretion to appoint the Chairman from amongst its members. The Committee shall establish procedures for quorum, notice and timing of meetings subject to the proviso that a quorum shall be no less than two (2) Committee members. Meetings shall be held no less regularly than once per quarter to review the audited financial statements and interim financial statements of the Corporation. At least one (1) member of the Committee shall be independent and the Board and the Committee shall endeavor to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Corporation. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Specific duties and responsibilities of the Audit Committee

- (1) The Committee shall recommend to the Board:
 - (a) the external auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation; and
 - (b) the compensation of the external auditors.
- (2) The Committee shall be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between Management and the external auditors regarding financial reporting.

- (3) The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditors.
- (4) The Committee satisfies the pre-approval requirement in subsection (3) if:
 - (a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiary entities to the Corporation's external auditors during the fiscal year in which the services are provided;
 - (b) the Corporation or the subsidiary entity of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
 - (c) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.
- (5)
 - (a) The Committee may delegate to one or more independent members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection (3).
 - (b) The pre-approval of non-audit services by any member to whom authority has been delegated pursuant to subsection (5)(a) must be presented to the Committee at its first scheduled meeting following such pre-approval.
- (6) The Committee satisfies the pre-approval requirement in subsection (3) if it adopts specific policies and procedures for the engagement of the non-audit services, if:
 - (a) the pre-approval policies and procedures are detailed as to the particular service;
 - (b) the Committee is informed of each non-audit service; and
 - (c) the procedures do not include delegation of the Committee's responsibilities to Management.
- (7) The Committee shall review the Corporation's financial statements, MD&A and annual and interim earnings press releases before the Corporation publicly discloses this information.
- (8) The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in subsection (7), and must periodically assess the adequacy of those procedures.
- (9) The Committee must establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (10) The Committee must review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

- (11) The Committee shall have the authority:
 - (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
 - (b) to set and pay the compensation for any advisors employed by the Committee; and
 - (c) to communicate directly with the internal and external auditors.
- (12) The Committee shall review with Management and independent auditors the quality and the appropriateness of the Corporation's financial reporting and accounting policies, standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
- (13) The Committee shall review the clarity of the financial statement presentation with a view to ensuring that the financial statements provide meaningful and readily understandable information to shareholders and the investing public.
- (14) The Committee shall monitor the independence of the independent auditors and establish procedures for confirming annually the independence of the independent auditors and any relationships that may impact upon the objectivity and the independence of the external auditors.
- (15) The Committee shall review with Management and the external auditors the audit plan for the year-end financial statements prior to the commencement of the year-end audit.
- (16) The Committee shall review the appointments of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
- (17) The Committee shall review with Management and the external auditors significant related party transactions and potential conflicts of interest.
- (18) The Committee shall review in consultation with the external auditors and Management the integrity of the Corporation's financial reporting process and internal controls.
- (19) The Committee shall meet with the external auditors in the absence of Management to discuss the audit process, any difficulties encountered, any restrictions on the scope of work or access to required information, any significant judgments made by Management and any disagreement among Management and the external auditors in the preparation of the financial statements and such other matters that may arise as a result of the audit or review by the external auditors.
- (20) The Committee shall conduct or authorize any review or investigation and consider any matters of the Corporation the Committee believes is within the scope of its responsibilities and shall establish procedures for such review or investigation as may be required.
- (21) The Committee shall make recommendations to the Board with respect to changes or improvements to financial or accounting practices, policies and principles and changes to this Charter.

SCHEDULE "B"

ROMIOS GOLD RESOURCES INC.

BOARD CHARTER

The Board of Directors (the "**Board**") of Romios Gold Resources Inc. (the "**Corporation**") is responsible for the stewardship of the business and affairs of the Corporation on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board shall be constituted with at least two (2) individuals who are independent directors in accordance with the requirements for a Venture Issuer. Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Corporation's Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board shall appoint one director as Chairman. The Chairman shall be an independent director. The Chairman is responsible for the leadership of the Board and for specific functions to ensure the independence of the Board. The Senior Officers are accountable to the Board for all authority delegated to the positions. For the purposes of these Corporate Governance Policies, Senior Officer shall be defined as any person holding the position of President, CEO, CFO, COO or Vice President of Exploration.

The Board has the following overall responsibilities:

- in conjunction with management, establishing the direction and strategies for the Corporation and monitoring the implementation of those strategies; and
- monitoring compliance with regulatory requirements and setting the tone for ethical behaviour and standards.

The monitoring and ultimate control of the business of the Corporation is vested in the Board. The Board's primary responsibility is to oversee the Corporation's business activities and management for the benefit of the Corporation and its shareholders. The specific responsibilities of the Board include:

- selection, appointment, monitoring, evaluation, rewarding and if necessary the removal of the Senior Officers of the Corporation;
- in conjunction with management, development of the strategic planning process and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- monitor and review annually the success of management in implementing the approved strategies and plans;
- establishing appropriate levels of delegation to the Senior Officers to allow them to manage the Corporation's operations efficiently;
- monitoring actual performance against planned performance expectations and reviewing operating information;
- appreciation of areas of significant business risk and ensuring arrangements are in place to adequately manage those risks;
- overseeing the management of safety and occupational health, environmental issues and community development;

- satisfying itself that the financial statements of the Corporation fairly and accurately set out the financial position and financial performance of the Corporation for the period under review;
- satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately;
- ensuring that appropriate external audit arrangements are in place and operating effectively;
- developing the Corporation's approach to corporate governance issues;
- having a framework in place to help ensure that the Corporation acts legally and responsibly on all matters consistent with the Code of Business Conduct and Ethics; and
- reporting to shareholders.

At all times the Board retains full responsibility for guiding and monitoring the Corporation; however, in discharging its stewardship it makes use of committees. To this end, the Board has established the following committees:

- Audit Committee; and
- Compensation Committee

Each director has the right to seek independent professional advice on matters relating to his position as a director of the Corporation at the Corporation's expense, subject to the prior approval of the Chairman, which shall not be unreasonably withheld.

The independent members of the Board shall meet regularly during the year without any member of the Corporation's management present. Generally these meetings will be held prior to regular Board meetings. Any material business items arising from these meetings shall be brought to the attention of the Corporate Secretary and such matters will be added to the agenda of the next regularly scheduled Board meeting.

In the event of a conflict of interest or where a potential conflict of interest may arise, involved directors will, unless the remaining directors resolve otherwise, withdraw from deliberations concerning the matter.

The Board does not specify a maximum term for which a director may hold office.

The responsibility for the day-to-day operation and administration of the Corporation is delegated by the Board to the Senior Officers. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Senior Officers.

Policy history

Established: May 2012
Latest review: November 2018