

**ROMIOS GOLD RESOURCES INC.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**For the three and nine months ended March 31, 2021  
(unaudited)  
(Expressed in Canadian \$)**

**Romios Gold Resources Inc.**  
**(the "Company")**  
**NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL**  
**STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by, and are the responsibility of, the Company's management. The Company's independent auditor has not performed a review of these financial statements.

DATED: May 17, 2021.

**ROMIOS GOLD RESOURCES INC.**

Per: (signed) "Tom Drivas"  
Name: Tom Drivas  
Title: Chief Executive Officer

Per: (signed) "Frank van de Water"  
Name: Frank van de Water  
Title: Chief Financial Officer

# Romios Gold Resources Inc.

## Condensed Interim Consolidated Statements of Financial Position

(Expressed in Cdn \$)

(Unaudited)

As at

	March 31 2021 \$	June 30 2020 \$
<b>Assets</b>		
Current		
Cash and cash equivalents (note 4)	1,068,700	159,927
Accounts receivable	13,303	7,224
Marketable securities (note 5)	1,210,085	487,793
Prepaid expenses	29,534	14,590
<b>Total current assets</b>	<b>2,321,622</b>	<b>669,534</b>
Exploration and evaluation assets (note 6)		
Acquisition costs, less property option proceeds	1,356,158	2,219,935
Right of use assets (note 7)	32,896	46,994
<b>Total assets</b>	<b>3,710,676</b>	<b>2,936,463</b>
<b>Liabilities</b>		
Current		
Accounts payable & accruals	48,194	59,078
Current portion of lease obligations (note 7)	19,869	17,649
Due to related parties (note 10)	875,276	741,402
<b>Total current liabilities</b>	<b>943,339</b>	<b>818,129</b>
Non-current liabilities		
Lease obligations (note 7)	19,130	34,271
<b>Total liabilities</b>	<b>962,469</b>	<b>852,400</b>
<i>Nature of operations and going concern (note 1)</i>		
<b>Shareholders' equity</b>		
Share capital (note 8(a))	34,073,395	33,012,471
Warrants (note 8(c))	82,588	-
Contributed surplus (note 9)	5,108,637	5,108,637
Deficit	(36,516,413)	(36,037,045)
<b>Total shareholders' equity</b>	<b>2,748,207</b>	<b>2,084,063</b>
<b>Total liabilities and shareholders' equity</b>	<b>3,710,676</b>	<b>2,936,463</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

APPROVED ON BEHALF OF THE BOARD, May 17, 2021

"Signed"  
Anastasios (Tom) Drivas

"Signed"  
Frank van de Water

## Romios Gold Resources Inc.

### Condensed Interim Consolidated Statements of Changes in Equity

(Expressed in Cdn \$)

(Unaudited)

	Share Capital \$	Warrants \$	Contributed Surplus \$	Deficit \$	Total \$
<b>At June 30, 2019</b>	33,012,471	33,223	4,900,886	(33,790,020)	4,156,560
Net loss and comprehensive loss for the period	-	-	-	(2,382,303)	(2,382,303)
Adjustment for expired warrants	-	(33,223)	33,223	-	-
Share-based compensation	-	-	139,725	-	139,725
<b>At March 31, 2020</b>	33,012,471	-	5,073,834	(36,172,323)	1,913,982
Net loss and comprehensive loss for the period	-	-	-	135,278	135,278
Share-based compensation	-	-	34,803	-	34,803
<b>At June 30, 2020</b>	33,012,471	-	5,108,637	(36,037,045)	2,084,063
Flow-through units private placement, net	978,512	-	-	-	978,512
Working capital units private placement	165,000	-	-	-	165,000
Valuation of warrants issued	(82,588)	82,588	-	-	-
Net loss and comprehensive loss for the period	-	-	-	(479,368)	(479,368)
Share-based compensation	-	-	-	-	-
<b>At March 31, 2021</b>	34,073,395	82,588	5,108,637	(36,516,413)	2,748,207

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

## Romios Gold Resources Inc.

### Condensed Interim Consolidated Statements of Loss, and Comprehensive Loss

(Expressed in Cdn \$)

	For the three months ended March 31		For the nine months ended March 31	
	2021 \$	2020 \$	2021 \$	2020 \$
<b>Expenses</b>				
Operating activities				
Exploration expenses (note 6)	54,717	43,398	199,161	824,940
Less: refund received (note 6)	-	-	-	(50,738)
Net exploration expenses	54,717	43,398	199,161	774,202
Acquisition cost of properties dropped (note 6)	-	-	-	4,820
Amortization of right of use assets (note 7)	4,699	4,699	14,098	14,098
General and administrative activities:				
Professional fees	23,956	27,183	72,083	83,180
Management fees and salaries	46,538	46,875	153,413	155,625
Office and general	13,570	8,787	24,810	25,347
Shareholder communication	18,719	28,829	40,301	42,521
Share-based compensation	-	46,063	-	139,725
General and administrative expenses	102,783	157,737	290,607	446,398
Loss for the period before the following	162,199	205,834	503,866	1,239,518
Unrealized (gain)/loss on marketable securities (note 5)	116,843	313,208	(1,450)	1,143,948
Realized gain on marketable securities (note 5)	-	-	(25,925)	-
Interest on lease obligations (note 7)	1,051	1,463	3,473	4,626
Interest income	(292)	(528)	(596)	(5,789)
<b>Net loss and comprehensive loss for the period</b>	<b>279,801</b>	<b>519,977</b>	<b>479,368</b>	<b>2,382,303</b>
Basic and diluted loss per share	0.00	0.00	0.00	0.01
Weighted average number of shares outstanding	217,736,000	198,397,000	206,252,000	198,397,000

The accompanying notes are an integral part of these condensed interim consolidated financial statements

**Romios Gold Resources Inc.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
*(Expressed in Cdn \$)*  
*(Unaudited)*

	For the nine months ended March 31	
	2021	2020
	\$	\$
<b>Operating activities</b>		
Net loss for the period	(479,368)	(2,382,303)
Items not affecting cash:		
Share-based compensation	-	139,725
Amortization of ROU assets (note 7)	14,098	14,098
Interest on lease obligations (note 7)	3,473	4,626
Unrealized (gain)/loss on marketable securities (note 5)	(1,450)	1,143,948
Realized gain on marketable securities (note 5)	(25,925)	-
Acquisition cost of properties dropped	-	4,820
	<b>(489,172)</b>	<b>(1,075,086)</b>
Net change in non-cash working capital		
Accounts receivable	(6,079)	71,784
Prepaid expenses	(14,944)	(2,194)
Accounts payable and accrued liabilities	(10,883)	(289,937)
Due to related parties	133,874	16,555
Net cash used in operating activities	<b>(387,204)</b>	<b>(1,278,878)</b>
<b>Investing activities</b>		
Exploration and evaluation assets acquisition costs (note 6)	(4,290)	(7,650)
Net cash from investing activities	<b>(4,290)</b>	<b>(7,650)</b>
<b>Financing activities</b>		
Repayment of lease obligations (note 7)	(16,394)	(14,455)
Marketable securities sold (note 5)	173,150	158,335
Private placement of flow-through units	1,062,020	-
Private placement of working capital units	165,000	-
Share issue costs	(83,509)	-
Net cash from financing activities	<b>1,300,267</b>	<b>143,880</b>
Change in cash and cash equivalents	<b>908,773</b>	<b>(1,142,648)</b>
Cash and cash equivalents, beginning of the period	<b>159,927</b>	<b>1,239,108</b>
<b>Cash and cash equivalents, end of the period</b>	<b>1,068,700</b>	<b>96,460</b>

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

## **ROMIOS GOLD RESOURCES INC.**

### ***Notes to Condensed Interim Consolidated Financial Statements***

**March 31, 2021**

**(Expressed in Canadian dollars unless otherwise stated)**

#### **1. Nature of operations and going concern**

Romios Gold Resources Inc. ("Romios" or "the Company") is a listed public Company (TSX-V:"RG") incorporated under the Ontario Business Corporations Act and has interests in resource properties which are being explored and evaluated to determine their economic viability. The registered office and location of corporate records is Suite 500, 2 Toronto St., Toronto, Ontario.

These unaudited condensed interim consolidated financial statements ("Statements") have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at March 31, 2021 the Company had no sources of operating cash flows. The Company will therefore require additional funding which, if not raised, would result in the curtailment of activities and project delays. The Company had working capital of \$1,378,283 at March 31, 2021, after providing for \$875,276 due to related parties, and has incurred losses since inception, including \$24,908,528 spent on exploration and evaluation of its mineral properties that it currently holds, resulting in an accumulated deficit of \$36,516,413 at March 31, 2021. The Company's ability to continue as a going concern is uncertain and is dependent upon its ability to continue to raise adequate financing. There can be no assurances that the Company will be successful in this regard, and therefore, there is doubt regarding the Company's ability to continue as a going concern, and accordingly, the use of accounting principles applicable to a going concern. These consolidated financial statements do not reflect adjustments that would be necessary if the "going concern" assumption is not appropriate. If the "going concern" assumption is not appropriate, adjustments to the carrying values of the assets and liabilities, the expenses and the balance sheet classifications, which could be material, would be necessary.

The recoverability of expenditures on its resource properties is dependent upon the existence of resources that are economically recoverable, confirmation of the Company's ownership interests in the claims, the ability of the Company to obtain necessary financing to complete the exploration and the development of the properties, and upon future profitable production or proceeds from disposition thereof.

#### **2. Basis of preparation and statement of compliance with IAS 34**

These Financial Statements form part of the period covered by the Company's International Financial Reporting Standards ("IFRS") annual consolidated financial statements. These Financial Statements have been prepared in accordance with IAS 34 - *Interim Financial Reporting* and on the basis of IFRS standards and interpretations expected to be effective as at the Company's IFRS annual reporting date, June 30, 2021.

These Financial Statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended June 30, 2020 prepared in accordance with International Accounting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") in effect as of June 30, 2020.

In the opinion of management, all adjustments considered necessary for fair presentation have been included in these Financial Statements. Operating results for the nine months ended March 31, 2021 may not be indicative of the results that may be expected for the year ending June 30, 2021.

#### **3. Summary of significant accounting policies**

Readers should refer to the June 30, 2020 annual consolidated financial statements for the accounting policies used in the preparation of these Financial Statements. The IASB continues to amend and add to

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current IFRS standards and interpretations with several projects underway. Accordingly, the accounting policies adopted by the Company for the Company's IFRS annual consolidated financial statements will be determined as at June 30, 2021. In the event that accounting policies adopted at June 30, 2021 differ materially from the accounting policies used in the preparation of these Financial Statements, these Financial Statements will be restated to retrospectively account for the application of those policies adopted at June 30, 2021.

### **Principles of consolidation**

The Statements include the accounts of 100% owned McLymont Mines Inc., which holds the title to some of the claims in British Columbia and Romios Gold Nevada Inc. which holds the mining claims in Nevada. All inter-company accounts and transactions have been eliminated on consolidation.

### **Presentation Currency**

The Company's presentation currency and functional currency is the Canadian dollar ("\$").

### **Accounting pronouncements adopted**

At the date of approval of these Financial Statements for the nine months ended March 31, 2021, the following standards which are applicable to the Corporation were adopted.

#### **Amendments to IFRS 3: Definition of a Business**

The amendment to IFRS 3 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. These amendments had no impact on the consolidated financial statements of the Company, but may impact future periods should the Company enter into any business combinations.

#### **Amendments to IFRS 7, IFRS 9 and IAS 39 Interest Rate Benchmark Reform**

The amendments to IFRS 9 and IAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the consolidated financial statements of the Company as it does not have any interest rate hedge relationships.

#### **Amendments to IAS 1 and IAS 8 Definition of Material**

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Company.

#### **Conceptual Framework for Financial Reporting issued on March 29, 2018**

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the IASB in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards. This will affect those entities which developed their accounting policies based on the Conceptual Framework. The revised Conceptual Framework includes some new concepts, updated definitions and recognition criteria



for assets and liabilities and clarifies some important concepts. These amendments had no impact on the consolidated financial statements of the Company.

#### **Amendments to IFRS 16 Covid-19 Related Rent Concessions**

On May 28, 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases. The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16 if the change were not a lease modification.

The amendment applies to annual reporting periods beginning on or after June 1, 2020. Earlier application is permitted.

#### **4. Cash and cash equivalents**

Cash and cash equivalents consists of cash and investments in Canadian Chartered Bank demand money market funds.

On October 2, 2018, the Company closed the first tranche of a non-brokered private placement with the sale of 1,300,000 flow-through units for gross proceeds of \$130,000. On December 21, 2018, the Company completed a private placement of 8,307,692 flow-through units for gross proceeds of \$540,000 and on December 31, 2018, a private placement of 1,150,000 flow-through units for gross proceeds of \$74,750.

On November 18, 2020, the Company completed a private placement of 2,500,000 flow-through units for gross proceeds of \$162,500 and on December 17, 2020, a private placement of 13,838,770 flow-through units for gross proceeds of \$899,520.

Flow-through funds are committed to be expended on Canadian Exploration Expenditures and are therefore not available for current working capital purposes.

During the nine months ended March 31, 2021, the Company spent a total of \$199,161 on exploration and evaluation activities, in BC and ON.

#### **5. Marketable securities**

On June 11, 2018, the Company sold its Timmins-Hislop property and received 178,321 common shares of McEwen Mining Inc. valued at \$500,000, based on the 5 day volume weighted average share price on the NYSE prior to closing.

Romios retains a 2% net smelter returns royalty ("NSR") interest in the property. McEwen Mining will have the right at any time to purchase a 1% NSR from the Company for \$2 million.

Crystal Lake Mining Corp, ("CLM") received regulatory approval on February 22, 2019 to enter into a definitive agreement (the "Agreement") whereby Romios' Newmont Lake Project, (the "Property") is now optioned to CLM. Note 6 sets out the main terms of the Agreement and in accordance with the Agreement, the Company has received cash payments of \$1,000,000 and 4 million common shares of CLM valued at \$1,060,000 at the time of receipt in June, 2019. The proceeds of option payments are credited against the original acquisition cost of mineral properties.

Crystal Lake Mining Corporation ("CLM") distributed 10,000,000 common shares of its wholly owned subsidiary, Sassy Resources Corporation ("Sassy") to the CLM shareholders on a pro rata basis. The CLM shareholders received 0.066708 Sassy shares for every one CLM share held as at February 10, 2020.

The Company received 200,124 shares of Sassy, which became an unlisted reporting issuer in the Provinces of British Columbia and Alberta.

On June 1, 2020 Sassy raised \$1,449,600 gross proceeds through a non-brokered Private Placement and on July 28 an additional \$2,005,338.

On July 20, 2020 Sassy reported commencing an exploration program in the Eskay Camp district in the Golden Triangle area of British Columbia and on July 29, 2020 the Canadian Securities Exchange (“CSE”) conditionally approved the listing of Sassy, with trading commencing on August 17, 2020.

On August 17, 2020, the Company considered the Sassy shares to be marketable and accordingly placed a value on them based on the market price that day.

On July 3, 2020 CLM changed its name and began trading under the name of Enduro Metals Corporation (“ENDR”).

The Company received 4 million common shares of Enduro Metals Corporation valued at \$760,000 at the time of receipt on November 29, 2020. The proceeds of option payments are credited against the original acquisition cost of mineral properties.

### Marketable Securities

Canadian Equities	Crystal Lake Mining Corp./Enduro Metals Corp.			McEwen Mining Inc.		
	Shares	Market \$	Cost \$	Shares	Market \$	Cost \$
<b>Balance June 30, 2019</b>	4,000,000	1,220,000	1,060,000	178,321	410,138	500,000
Disposals in the period	(2,510,000)	(262,735)	(665,150)	(3,000)	(4,050)	(8,412)
Unrealized gain/(loss)	-	(700,529)	-	-	(165,425)	-
Realized gain/(loss)	-	(10,886)	-	-	1,280	-
<b>Balance June 30, 2020</b>	1,490,000	245,850	394,850	175,321	241,943	491,588
Additions in the period	4,000,000	760,000	760,000	-	-	-
Disposals in the period	(525,000)	(160,200)	(139,125)	-	-	-
Unrealized gain/(loss)	-	26,975	-	-	(7,013)	-
Realized gain/(loss)	-	21,075	-	-	-	-
<b>Balance March 31, 2021</b>	4,965,000	893,700	1,015,725	175,321	234,930	491,588

### Marketable Securities (continued)

Canadian Equities	Sassy			Total	
	Shares	Market \$	Cost \$	Market \$	Cost \$
<b>Balance June 30, 2019</b>	-	-	-	1,630,138	1,560,000
Disposals in the period	-	-	-	(266,785)	(673,562)
Unrealized gain/(loss)	-	-	-	(865,954)	-
Realized gain/(loss)	-	-	-	(9,606)	-
<b>Balance June 30, 2020</b>	-	-	-	487,793	886,438
Additions in the period	200,124	108,067	108,067	868,067	868,067
Disposals in the period	(15,000)	(12,950)	(8,100)	(173,150)	(147,225)
Unrealized gain/(loss)	-	(18,513)	-	1,450	-
Realized gain/(loss)	-	4,850	-	25,925	-
<b>Balance March 31, 2021</b>	185,124	81,454	99,967	1,210,085	1,607,280

The shares are designated as financial instruments carried at fair value, with unrealized gains and losses based on stock exchange quoted prices recognised in comprehensive (gain)/loss for the period. During the nine months ended March 31, 2021 the Company recognized a gain on marking the marketable

securities to market in the amount of \$1,450. In addition, the Company recognized a realized gain in the amount \$25,925.

## 6. Exploration and evaluation assets

Acquisition costs	British Columbia \$	Ontario \$	Quebec \$	Nevada, USA \$	Total \$
Balance, June 30, 2019	2,200,055	13,000	-	-	2,213,055
Total additions for the period	-	11,700	-	-	11,700
Abandonment and write off	(4,820)	-	-	-	(4,820)
Balance, June 30, 2020	2,195,235	24,700	-	-	2,219,935
Total additions for the period	2,190	2,100	-	-	4,290
<i>Property option proceeds:</i>					
SASSY common shares	(108,067)	-	-	-	(108,067)
Enduro common shares	(760,000)	-	-	-	(760,000)
Balance, March 31, 2021	1,329,358	26,800	-	-	1,356,158

The Company's holdings in the Golden Triangle Area total 79,787 hectares (197,158 acres). Acquisition costs for British Columbia include property payment obligations and maintenance fees for claims.

The acquisition costs of exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the realizable amount.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest. With regard to the Company's Quebec and Nevada properties, the carrying value was reduced to nil as future exploration on these claims was neither budgeted nor planned.

### Ontario claims

In April 2018 the Company acquired two blocks of cell claims by online staking in the vicinity of the Lundmark-Akow Lake claims. Block #1 consists of 91 cell claims, approximately 1,777 hectares (4,391 acres). Block #2 comprises 79 cell claims, approximately 1,540 hectares (3,805 acres) 10 km northwest of the Lundmark Lake area.

In March 2019, the Company acquired by staking 7 claims, adding 137 hectares to the Lundmark-Akow Lake property after receipt of the VTEM survey results. Another 8 claims totalling 158 hectares were also acquired as grass roots targets south of the Musselwhite mine.

The Company acquired by staking another 142 claims in the northwest portion of the Lundmark-Akow Lake Project area in September. The claims cover approximately 2,987 hectares (7,381 acres).

At September 30, 2019 the Company had a 100% working interest on a total of 8,022 hectares (18,823 acres) on the Lundmark-Akow lake property, part of which is subject to a 3% net smelter return royalty held by a corporation controlled by the President and CEO.

In August to October 2020 Romios acquired by online staking 87 claims in 5 blocks covering 1,869 hectares (4,620 acres) in the Thunder Bay silver district of northwestern Ontario, covering 5 old silver prospects, some of which have not been explored since the 1800s. The claims are largely road accessible.

Romios currently has a total of 804 claims in Ontario, covering a total of 15,919 hectares, (39,337 acres).

## BC claims

To acquire a 100% interest in the Royce Claim and the Porc Claim (the "Royce/Porc Property") covering respectively 1,321 and 614 hectares in the Golden Triangle the Company issued 500,000 common shares to the vendors in July 2018, valued at \$25,000 and granted a 1% net smelter returns royalty ("NSR") in favour of the vendors for each of the two properties. The Company has the right to buy back a 0.5% NSR, in respect of each of the two properties, for \$500,000, and has a right of first refusal on the remaining 0.5% NSR.

In the Golden Triangle of BC, in September 2018 the Company acquired by staking 17 claims covering 6,506 hectares, 1.4 km west of the JW property and in December, 4 additional claims covering 1,832 hectares adjoining the Andrei claims. In March 2019 five additional claims covering 791 hectares were acquired by staking over a historic prospect 11 km northeast of the Andrei claims.

In December 2018 the Company signed a definitive agreement (the "Agreement") with Crystal Lake Mining Corporation, now known as Enduro Metals Corporation ("ENDR") whereby, over the next three years ENDR can earn a 100% working interest in the Newmont Lake Project (the "Property") comprising approximately 438 square kilometres. The consideration set out, among other things, the issue of 12 million common shares by ENDR to the Company over three years, of which the first 4 million shares were issued on receipt of regulatory approval of the transaction in February 2019; the payment of \$2 million in cash option payments, of which \$250,000 was paid upon signing of the Letter Agreement, \$500,000 was paid on receipt of regulatory approval and \$250,000 in June, 2019 (a total of \$1.0 million received in the 2019 fiscal year). An additional 4 million shares were received November 29, 2020 with a third 4 million shares receivable on completion of the option agreement.

A further \$1 million will be payable upon ENDR earning its 100% interest in the Property through the expenditure of \$8 million on the Property over no more than a 3-year period, with the first \$3 million to be spent in the calendar year 2019. Upon completion of the option agreement, Romios will retain a 2% Net Smelter Returns Royalty ("2% NSR") on the Property, and on any after-acquired claims within a 5 km radius of the current boundary of the Property. The 2% NSR may be reduced at any time to a 1% NSR on the payment of \$2 million per 0.5% NSR.

ENDR undertook an exploration program pursuant to the terms of the Letter Agreement and on November 2, 2018 ENDR reported that it had completed drilling six reverse circulation ("RC") drill holes, four on the Burgundy Ridge Zone, and two on the Northwest Zone of the Property. Expenditures incurred by ENDR on the Property under the Agreement are not included in these financial statements.

ENDR carried out an extensive exploration program on the Property in the summer of 2019, stating that expenditures were significantly in excess of the \$3 million required for the calendar year 2019. Significant exploration costs were incurred in 2020 as well.

Amounts expended by the Company to date for exploration and evaluation activities in each area are summarized below. These costs are being charged to the statement of loss and comprehensive loss as incurred.

	British Columbia	Quebec	Ontario	Cumulative Total
	\$	\$	\$	\$
Balance, June 30, 2019	20,823,666	983,128	2,114,720	23,921,514
Total additions for the period	242,512	5,701	602,979	851,192
BC refund	(63,339)	-	-	(63,339)
Balance, June 30, 2020	21,002,839 <sup>(1)</sup>	988,829 <sup>(2)</sup>	2,717,699 <sup>(3)</sup>	24,709,367
Total additions for the period	62,802	1,333	135,026	199,161
Balance, March 31, 2021	21,065,641	990,162	2,852,725	24,908,528

(1) Net of cumulative refunds totalling \$806,055 received from the province of British Columbia.

(2) Net of cumulative refunds totalling \$431,127 received from the province of Quebec.

(3) Net of cumulative refunds totalling \$97,824 received from the province of Ontario.

## 7. Leases

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the period:

	<u>Office space</u>
<i>Right of use assets</i>	
As at July 1, 2019	65,791
Amortization expense	<u>18,797</u>
As at June 30, 2020	46,994
Amortization expense	<u>14,098</u>
<b>As at March 31, 2021</b>	<b><u>32,896</u></b>

The Company leases office space. The remaining lease term is 2.8 years (2019: 3.8 years)

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	<u>2021</u>	<u>2020</u>
As at July 1	\$51,920	\$65,791
Interest on lease obligations	3,473	4,626
Lease payments	<u>(16,394)</u>	<u>(14,456)</u>
<b>As at March 31</b>	<b><u>\$38,999</u></b>	<b><u>\$55,961</u></b>
Current	19,869	16,962
Non-current	19,130	38,999

The following are the amounts recognized in profit or loss:

	<u>2021</u>	<u>2020</u>
Amortization of right-of-use assets	14,098	14,098
Interest on lease obligations	3,473	4,626
Total amount recognized in profit or loss	<b><u>17,571</u></b>	<b><u>18,724</u></b>

Maturity analysis

	<u>2021</u>	<u>2020</u>
Year 1	5,665	5,408
Year 2	23,225	22,059
Year 3	14,012	23,225
Year 4	<u>-</u>	<u>14,012</u>
	42,902	64,704
Less: unearned interest	<u>(3,903)</u>	<u>(8,743)</u>
	<b><u>38,999</u></b>	<b><u>55,961</u></b>

## 8. Share capital

### (a) Common shares

The Company is authorized to issue an unlimited number of no par value common shares. The following table provides the details of changes in the number of issued common shares.

	Number #	Amount \$
Balance, June 30, 2019 and June 30, 2020	198,397,016	33,012,471
Flow through units issued November 18, 2020	2,500,000	162,500
Working capital units issued November 18, 2020	1,500,000	82,500
Flow through units issued December 17, 2020	13,838,770	899,520
Working capital units issued December 17, 2020	1,500,000	82,500
Warrant issue valuation	-	(82,588)
Share issue costs	-	(83,508)
Balance, March 31, 2021	217,735,786	34,073,395

Since June 30, 2018 the Company completed the following financings in order to advance the exploration programs in the Golden Triangle of BC and the Lundmark-Akow Project in northwestern Ontario, and for corporate overhead costs.

#### **Non – brokered Private Placements**

Date	Type	Units	Price	Proceeds, \$	Warrants	Price	Expiry
November 18, 2020	FT	2,500,000	\$0.065	162,500	2,500,000	\$0.10	November 18, 2021
November 18, 2020	WC	1,500,000	\$0.055	82,500	1,500,000	\$0.10	November 18, 2021
December 17, 2020	FT	13,878,770	\$0.065	899,520	13,838,770	\$0.10	December 17, 2021
December 17, 2020	WC	1,500,000	\$0.055	82,500	1,500,000	\$0.10	December 17, 2021

On July 13, 2018 500,000 common shares were issued at \$0.05 to acquire the interest in the Royce/Pork and JW Property in the Golden Triangle of BC.

#### **(b) Common share purchase options**

The Company has a stock option plan (the “Plan”) for the benefit of directors, officers, key employees, and consultants. 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. At March 31, 2021, 12,300,000 common shares were reserved for the exercise of stock options granted under the Plan.

The following table provides the details of changes in the number of issued common share purchase options during the period:

	Options #	Weighted-average exercise price \$
Options outstanding at June 30, 2019 and June 30, 2020	13,450,000	0.09
Expired, August 2020	(1,150,000)	0.09
Options outstanding at March 31, 2021	12,300,000	0.09
Options exercisable at March 31, 2021	12,300,000	

Based on estimated fair values, the Company recorded \$174,528 as share-based compensation for the year ended June 30, 2020, for options vested during the period. Options outstanding vest half on the date of grant and half twelve months from the date of grant.

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
2,600,000	2,600,000	0.7 months	\$0.10	April 20, 2021
500,000	500,000	20.4 months	\$0.10	December 13, 2022
9,200,000	9,200,000	38.2 months	\$0.08	June 6, 2024
12,300,000	12,300,000			

### (c) Warrants

On certain issuances of common shares, the Company grants warrants entitling the holder to acquire additional common shares of the Company, and the Company grants warrants as consideration for services associated with the placement of such common share issues. The following table provides the details of changes in the number of outstanding common share purchase warrants:

	<b>Number of Shares</b>	<b>Price Range \$</b>
Balance June 30, 2019	7,252,115	0.07 to 0.18
Expired, unexercised	(7,252,115)	0.07 to 0.18
Balance June 30, 2020	-	
Private placement warrants issued	20,055,095	0.10
Balance March 31, 2021	20,055,095	0.10

The fair value of the warrants issued in the period ended June 30, 2019 was estimated to be \$33,223, using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 1.90–2.25%, expected dividend yield of nil, average expected volatility of 134.31%-135.88% and expected life term of 12 months.

The fair value of the warrants issued in the period ended March 31, 2021 was estimated to be \$82,588, using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 0.24-0.26%, expected dividend yield of nil, average expected volatility of 137.52%-148.59% and expected life term of 12 months.

The number of common shares outstanding on March 31, 2021 was 217,735,786. Taking into account outstanding share purchase options and warrants, the fully diluted common shares that could have been outstanding on March 31, 2021 was 250,290,881.

### 9. Contributed surplus

A summary of changes in contributed surplus is:

	<b>Amount \$</b>
Balance, June 30, 2019	4,900,886
Share-based compensation	174,528
Warrants expired	33,223
Balance, June 30, 2020	5,108,637
	-
Balance, March 31, 2021	5,108,637

### 10. Related party transactions

During the three months ended March 31, 2021, the Company incurred related party expenses of \$78,550 (2020 – \$69,800) and \$229,985 for the nine months ended March 31, 2021 (2020 - \$235,900). These expenses are salary and consulting fees paid or payable to the Company's key senior officers, Tom Drivas, President and Chief Executive Officer, Frank van de Water, Chief Financial Officer and John Biczok, Vice-President, Exploration. As at March 31, 2021, \$775,131 (2020 - \$612,917) was due to these related parties. Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the nine months ended March 31, 2021 and 2020.

Unpaid Directors' fees for the independent directors were \$98,500 as at March 31, 2021 (2020 - \$83,500).

Share-based compensation to key management and directors for the three and nine months ended March 31, 2021 was \$nil (2020 - \$39,282 and \$119,156).

During the three and nine months ended March 31, 2021 the company incurred expenses of \$6,672 and \$49,934 (2020 - \$7,470 and \$30,275) for legal fees to a law firm related to a Director of the Company, William R. Johnstone. At March 31, 2021, \$1,645 (2020 - \$2,476) was outstanding.

These amounts were expensed in the period incurred as administrative and general expenses or exploration expenses. Expenses and amounts paid and owing are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

## 11. Financial instruments and risk management

### Categories of financial assets and liabilities

Under IFRS, financial instruments are classified into one of the following five categories: Fair value through profit and loss (“FVTPL”), held to maturity investments, loans and receivables, assets available for sale and financial liabilities. The carrying values of the Company’s financial instruments are classified into the following categories:

	<b>March 31</b>	June 30
	<b>2021</b>	2020
	<b>\$</b>	<b>\$</b>
FVTPL <sup>(1)</sup>	<b>2,278,785</b>	647,720
Loans and receivables <sup>(2)</sup>	<b>13,303</b>	7,224
Financial liabilities <sup>(3)</sup>	<b>20,415</b>	17,206

(1) Includes cash, cash equivalents and marketable securities.

(2) Includes accounts receivable related to HST refunds.

(3) Includes accounts payable.

### Financial Instruments

The carrying amounts for the Company’s cash and cash equivalents approximate their fair values because of the short-term nature of these items. Marketable securities are priced at the quoted closing stock market price on the period end date.

### Risks arising from financial instruments and risk management

The Company’s activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Company’s overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company.

### Liquidity risk

Prudent liquidity risk management implies maintaining at all times sufficient cash, liquid investments and committed credit facilities to meet the Company’s commitments as they arise. The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows. The Company is currently assessing all options to address its liquidity issues. It is not possible to determine with any certainty the success and adequacy of these initiatives.

### Pandemic COVID-19 risk

On March 11, 2020 the World Health Organization declared the COVID -19 infectious virus a global pandemic, with resulting travel bans, physical distancing, closing of social, cultural and educational facilities and non-essential businesses. Global financial equity markets have declined considerably and remain



volatile. The effect on the Company's exploration projects in 2020 included difficulty in accessing exploration sites and hiring personnel for exploration programs, as well as in raising additional equity financing. The global shutdown and isolation of the people is showing progress in the decline of the rate of infection, but the timing to return to normal and the impact on the Company's operations is difficult to project.

#### Carrying value of exploration and evaluation assets

The Company regularly reviews the carrying value of its properties for impairment to determine whether the carrying amount of these assets will be recoverable from future cash flows, option proceeds or from the proceeds of disposition of the properties. Assumptions underlying the cash flow estimates include the forecasted prices for gold, copper and silver, and operating, capital, exploration and reclamation costs, which are subject to risks and uncertainties.

### **12. Capital disclosures**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The capital of the Company consists of capital stock, warrants and contributed surplus.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company has its existing working capital and will seek to raise additional amounts as needed. Discussions regarding financing are ongoing.

The Company will continue to assess new properties and acquire an interest in additional properties if it feels there is sufficient geologic or economic potential, and if it has adequate financial resources to do so.

Romios reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements.

### **13. Subsequent events**

On April 20, 2021 2,600,000 stock options at \$0.10 expired unexercised.

On April 27, 2021 the Company announced that it had signed a Letter of Intent ("LOI") with Honey Badger Silver Inc. ("Honey Badger") to sell an 80% interest in Romios' five claim blocks in the Thunder Bay silver district. Honey Badger will issue shares to Romios for a value of \$150,000 based on the volume weighted average price of its common shares trading on the TSXV for the thirty trading days preceding the closing. Romios will have a free-carry of all costs for the maintenance and advancement of the project to the pre-feasibility economic assessment level. Honey Badger will have a right of first refusal on Romios' 20% remaining interest.