ROMIOS GOLD RESOURCES INC.

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended June 30, 2019 and 2018
(Expressed in Canadian $)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying consolidated financial statements have been prepared by and are the responsibility of the management of Romios Gold Resources Inc. (the "Company"). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and reflect management's best estimates and judgments based on currently available information. The Company has developed and maintains a system of internal controls in order to ensure, on a reasonable and cost effective basis, the reliability of the financial information.

The Board of Directors is responsible for ensuring that management fulfills its responsibility and is ultimately responsible for reviewing and approving the consolidated financial statements. The Board carries out this responsibility principally through its Audit Committee. The consolidated financial statements have been audited by Wasserman Ramsay, an independent firm of Chartered Professional Accountants. Their report outlines the scope of their examination and opinion on the consolidated financial statements.

DATED this 11th day of October, 2019.

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

Wasserman
Ramsay

Chartered Professional Accountants

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Romios Gold Resources Inc.:

Opinion

We have audited the consolidated financial statements of Romios Gold Resources Inc. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2019 and 2018, and the consolidated statements of changes in equity, loss and comprehensive loss and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at June 30, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that for the year ended June 30,2019 the Company incurred losses of $1,622,017 and had an accumulated deficit of $33,790,020 at year end. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS's, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Kevin Ramsay.

Wasserman Ramsay

Markham, Ontario
October 11, 2019

Chartered Professional Accountants
Licensed Public Accountants

Romios Gold Resources Inc.

Consolidated Statements of Financial Position

(Expressed in Cdn $)

As at	**June 30 2019 $**	June 30 2018 $
Assets		
Current		
Cash and cash equivalents (note 4)	**1,239,108**	250,219
Accounts receivable	**83,284**	18,049
Marketable securities (note 5)	**1,630,138**	485,033
Prepaid expenses	**30,652**	59,763
Total current assets	**2,983,182**	813,064
Exploration and evaluation assets (note 6)		
Acquisition costs	**2,213,055**	4,220,639
Total assets	**5,196,237**	5,033,703
Liabilities		
Current		
Accounts payable & accruals	**357,339**	27,218
Due to related parties	**682,338**	603,859
Total liabilities	**1,039,677**	631,077
Contingencies and commitments (note 13)		
Subsequent events (note 14)		
Shareholders' equity		
Share capital (note 7(a))	**33,012,471**	31,888,326
Warrants (note 7(c))	**33,223**	176,566
Contributed surplus (note 8)	**4,900,886**	4,505,737
Deficit	**(33,790,020)**	(32,168,003)
Total shareholders' equity	**4,156,560**	4,402,626
Total liabilities and shareholders' equity	**5,196,237**	5,033,703

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

APPROVED ON BEHALF OF THE BOARD on October 11, 2019

"Signed"
Anastasios (Tom) Drivas

"Signed"
Frank van de Water

Romios Gold Resources Inc.

Consolidated Statements of Changes in Equity

(Expressed in Cdn $)

	Share Capital $	Warrants $	Contributed Surplus $	Deficit $	Total $
At June 30, 2017	31,224,506	127,997	4,333,894	(31,724,109)	3,962,288
Net loss and comprehensive loss for the year	-	-	-	(443,894)	(443,894)
Working capital units issued, net	431,556	-	-	-	431,556
Flow-through shares issued, net	408,830	-	-	-	408,830
Valuation of warrants	(176,566)	176,566	-	-	-
Adjustment for expired warrants	-	(127,997)	127,997	-	-
Share-based compensation	-	-	43,846	-	43,846
At June 30, 2018	31,888,326	176,566	4,505,737	(32,168,003)	4,402,626
Net loss and comprehensive loss for the year	-	-	-	(1,622,017)	(1,622,017)
Working capital units issued, net	475,000	-	-	-	475,000
Flow-through shares issued, net	656,319	-	-	-	656,319
Valuation of warrants	(33,223)	33,223	-	-	-
Shares issued for properties, net	22,549	-	-	-	22,549
Broker's warrants exercised	3,500	-	-	-	3,500
Adjustment for expired warrants	-	(176,566)	176,566	-	-
Share-based compensation	-	-	218,583	-	218,583
At June 30, 2019	33,012,471	33,223	4,900,886	(33,790,020)	4,156,560

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

Romios Gold Resources Inc.

Consolidated Statements of Loss, and Comprehensive Loss

(Expressed in Cdn $)

	For the years ended June 30	
	2019	2018
	$	$
Expenses		
Operating activities		
Exploration expenses	**991,560**	466,064
Less: provincial refunds	**-**	(4,727)
Net exploration expenses	**991,560**	461,337
Acquisition cost of properties dropped	**1,945**	-
Gain on sale of exploration property (note 5)	**-**	(500,000)
General and administrative activities:		
Professional fees	**151,392**	103,034
Management fees and salaries	**215,325**	197,738
Office and general	**54,849**	29,384
Shareholder communication	**106,675**	94,792
Share-based compensation	**218,583**	43,846
General and administrative expenses	**746,824**	468,794
Loss for the year before the following	**1,740,329**	430,131
Interest income	**(7,207)**	(1,204)
Unrealized (gain)/loss on marketable securities	**(85,105)**	14,967
Deferred income tax	**(26,000)**	-
Net loss and comprehensive loss for the year	**1,622,017**	443,894
Basic and diluted loss per share	**0.01**	0.00
Weighted average number of shares outstanding	**191,807,000**	175,010,000

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

Romios Gold Resources Inc.

Consolidated Statements of Cash Flows

(Expressed in Cdn $)

	For the years ended June 30	
	2019	2018
	$	$
Operating activities		
Net loss for the period	**(1,622,017)**	(443,894)
Items not affecting cash:		
Share-based compensation	**218,583**	43,846
Deferred income tax	**(26,000)**	-
Gain on sale of exploration property	**-**	(500,000)
Unrealized (gain)/loss on marketable securities	**(85,105)**	14,967
Acquisition cost of properties dropped	**1,945**	-
	(1,512,594)	(885,081)
Net change in non-cash working capital		
Accounts receivable	**(65,236)**	(14,616)
Prepaid expenses	**29,112**	8,075
Accounts payable and accrued liabilities	**330,123**	1,306
Due to related parties	**78,478**	193,342
Net cash used in operating activities	**(1,140,117)**	(696,974)
Investing activities		
Property option cash proceeds	**1,000,000**	-
Exploration and evaluation assets acquisition costs	**(29,362)**	(38,593)
Net cash from investing activities	**970,638**	(38,593)
Financing activities		
Private placement of flow-through units	**744,750**	434,350
Private placement of working capital units	**475,000**	441,600
Share issue costs	**(64,882)**	(35,564)
Warrants exercised	**3,500**	-
Net cash from financing activities	**1,158,368**	840,386
Change in cash and cash equivalents	**988,889**	104,819
Cash and cash equivalents, beginning of the year	**250,219**	145,400
Cash and cash equivalents, end of the year	**1,239,108**	250,219

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

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 June 30, 2019 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 $1,943,505 at June 30, 2019, after providing for $682,338 due to related parties, and has incurred losses since inception, including $23,921,514 spent on exploration and evaluation of its mineral properties that it currently holds, resulting in an accumulated deficit of $33,790,020 at June 30, 2019. 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

The Statements of the Company as at and for the year ended June 30, 2019 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) 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, 2019.

3. Summary of significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in the Statements.

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 ("$").

Significant Accounting Judgments and Estimates

The preparation of financial statements requires management to make estimates, judgments and assumptions that affect the amounts reported in the Statements and notes. By their nature, these estimates, judgments and assumptions are subject to measurement uncertainty and the effect on the Statements of changes in such estimates in future periods could be material. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The more significant estimates and judgments are as follows:

Critical accounting estimates

The amounts recorded for share-based compensation transactions are based on estimates. The Black-Scholes model is based on subjective estimates of assumptions for expected volatility, expected number of options to vest, dividend rate, risk-free interest rate and expected life of the options.

The recoverability of amounts shown for exploration and evaluation assets is dependent on the discovery of economical reserves, the ability of the Company to obtain financing to complete development of the properties and on future production or proceeds of disposition.

Management's opinion is that there is no material restoration, rehabilitation and environmental obligation based on the existing facts and circumstances.

Deferred income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the statement of financial position and their corresponding tax values. Deferred income tax assets also result from unused loss carry-forwards and other deductions. The valuation of deferred income tax assets is adjusted to reflect the uncertainty of realization through profitable operations.

Critical accounting judgments

The following accounting policies involve judgments or assessments made by management:

- The determination of categories of financial assets and financial liabilities;
- The determination of a cash-generating unit for assessing and testing impairment; and
- The determination of when an exploration and evaluation asset moves from the exploration stage to the development stage.

Financial Instruments

<u>The Company adopted IFRS 9 as of July 1, 2018</u>

Financial assets
Financial assets are classified as either financial assets at fair value through profit or loss (“FVTPL”), fair value through other comprehensive income (“FVTOCI”) or amortized cost. The Company determines the classification of financial assets at initial recognition.

Financial assets at Fair-value through profit or loss
Financial instruments classified as fair value through profit and loss are reported at fair value at each reporting date, and any change in fair value is recognized in the statement of operations in the period during which the change occurs. Realized and unrealized gains and losses from assets held at FVPTL are included in losses in the period in which they arise.

Financial assets at Fair-value through other comprehensive income
Financial assets carried at FVTOCI are initially recorded at fair value plus transaction costs with all subsequent changes in fair value recognized in other comprehensive income (loss). For investments in equity instruments that are not held for trading, the Company can make an irrevocable election (on an instrument-by-instrument basis) at initial recognition to classify them as FVTOCI. On the disposal of the investment, the cumulative change in fair value remains in other comprehensive income (loss) and is not recycled to profit or loss.

Financial assets at amortized cost
Financial assets are classified at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows comprise solely payments of principal and interest. The Company 's accounts receivable are recorded at amortized cost as they meet the required criteria. A provision is recorded based on the expected credit losses for the financial asset and reflects changes in the expected credit losses at each reporting period.

Financial liabilities
Financial liabilities are initially recorded at fair value and subsequently measured at amortized cost, unless they are required to be measured at FVTPL (such as derivatives) or the Company has elected to measure at FVTPL. The Company's financial liabilities include trade and other payables which are classified at amortized cost.

The Company has completed a detailed assessment of its financial instruments as of June 30, 2019. The following table shows the original classification under IAS 39 and the new classification under IFRS 9.

	IAS 39	IFRS 9
Cash and cash equivalents	FVTPL	FVTPL
Marketable securities	FVTPL	FVTPL
Trade and other payables	Other financial liabilities	Amortized cost

The adoption of this standard did not have a material impact on the Company's financial statements but resulted in certain additional disclosures. The carrying value and measurement of all financial instruments remains unchanged as of June 30, 2019 as a result of the adoption of the new standard.

Impairment
IFRS 9 requires an 'expected credit loss' model to be applied which requires a loss allowance to be recognized based on expected credit losses. This applies to financial assets measured at amortized cost. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in initial recognition.

Fair value hierarchy:
The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to the valuation technique used to measure fair value as per IFRS 7. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; andLevel 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company has valued all of its financial instruments using Level 1 measurements.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash, Canadian Chartered Bank demand deposits and money market funds.

Foreign Currency Translation

In preparing the financial statements, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities are translated using the period-end exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction.

All gains and losses on translation of these foreign currency transactions are included in the consolidated statement of loss and comprehensive loss.

Exploration and Evaluation Assets

Exploration and evaluation assets include the costs of acquiring licenses, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination.

Expenditures incurred exploring and evaluating mineral properties are charged to the statement of loss as incurred. Costs incurred before the Company has obtained the legal rights to explore an area are also expensed.

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 recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, which management has determined to be indicated by a feasibility study, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets.

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.

It is management’s judgment that none of the Company’s exploration and evaluation assets have reached the development stage and as a result are all considered to be exploration and evaluation assets.

Share-based Compensation

The Company grants stock options to buy common shares of the Company to directors, officers, employees and services providers. The board of directors generally grants such options for periods of up to five years, with vesting periods determined at its sole discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted.

The fair value of share purchase options granted is recognized as an expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value for share purchase options granted to employees or those providing services similar to those provided by a direct employee is measured at the grant date and each tranche is recognized using the accelerated method basis over the period during which the share purchase options vest. The fair value of the share purchase options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the share purchase options were granted.

The fair value for share purchase options granted to non-employees for services provided is measured at the date the services are received. The fair value of the share purchase options granted is measured at the fair value of the services received, unless the fair value of services received cannot be estimated reliably, in which case the fair value of the share purchase options is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the share purchase options were granted.

At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share purchase options that are expected to vest.

Income Taxes

Income tax on the profit or loss consists of current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.
The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit;
- goodwill not deductible for tax purposes; and
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied.

Restoration, Rehabilitation and Environmental Obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of an interest in an exploration and evaluation asset. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance expense ("notional interest").

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic benefits will be required, the provision is reversed. The Company presently does not have any amounts considered to be provisions.

Flow-through shares

The Company will, from time to time, issue flow-through common shares to finance a portion of its exploration program. Pursuant to the terms of the flow-through share subscription agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders and the premium liability is reversed. The reversal of the premium liability and the deferred tax liability are recognized as tax recoveries to the extent that suitable deferred tax assets are available.

Loss per share

Loss per share is calculated using the weighted average number of common shares outstanding during the year. Since the Company is in a loss position, the effects of exercising share purchase options and warrants are anti-dilutive.

Impairment

Exploration and evaluation assets are reviewed on at least an annual basis and when changes in circumstances suggest their carrying value may become impaired. IFRS 6 – "Exploration for and evaluation of mineral resources", lists facts and circumstances that indicate that an entity should test its exploration and evaluation assets for impairment. This list includes but is not limited to the following: i) the period for which the Company has the right to explore in the specific area has expired in the period or will expire in the near future and is not expected to be renewed; ii) substantive expenditures in the specific area are neither budgeted nor planned; iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities in the specific area; and iv) sufficient data exist to indicate that, although a development in the area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale. Should an indicator of impairment exist then the Company shall perform an impairment test in accordance with IAS 36.

Accounting pronouncements adopted

At the date of approval of these Financial Statements for the year ended June 30, 2019, the following standards which are applicable to the Corporation were adopted.

IFRS 9, Financial instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments – to replace IAS 39 Financial Instruments: Recognition and Measurement. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Corporation adopted this standard effective July 1, 2018 and has determined that it will have little or no impact on reported operations.

IFRS 2, Share-based payment

In June 2016, the IASB issued amendments to IFRS 2, Share-based Payment ("IFRS 2"), clarifying how to account for certain types of share-based payment transactions. The amendments apply for annual periods beginning on or after January 1, 2018 with prospective application. The Company adopted this standard effective July 1, 2018 and has determined that the adoption will have no effect on the financial statements.

Accounting pronouncements issued but not yet adopted

The following standard is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company has not early adopted this standard.

Leases (IFRS 16), Leases was issued by the IASB in January 2016 and is effective for accounting periods beginning on or after 1 January 2019. The new standard will replace IAS 17 'Leases' and will eliminate the classification of leases as either operating leases or finance leases and, instead, introduce a single lessee accounting model. The Standard provides a single lessee accounting model, specifying how leases are recognised, measured, presented and disclosed. The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning on July 1, 2019 and does not expect the adoption of IFRS 16 to have a material effect on its financial statements.

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

During the year ended June 30, 2019, the Company spent a total of $991,560 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 NYSX 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.

	June 30, 2019		June 30, 2018	
	Market $	Cost $	Market $	Cost $
Canadian Equities				
Crystal Lake Mining Corporation	1,220,000	1,060,000	-	-
McEwen Mining Inc.	410,138	500,000	485,033	500,000
	1,630,138	1,560,000	485,033	500,000

The shares are designated as financial instruments carried at fair value, with unrealised gains and losses based on stock exchange quoted prices recognised in comprehensive loss for the period.

6. Exploration and evaluation assets

Acquisition costs	**British Columbia** $	**Ontario** $	**Quebec** $	**Nevada, USA** $	**Total** $
Balance, June 30, 2017	4,182,046	-	-	-	4,182,046
Total additions for the period	30,093	8,500	-	-	38,593
Balance, June 30, 2018	4,212,139	8,500	-	-	4,220,639
Total additions for the period	49,861	4,500	-	-	54,361
Property option proceeds:		-	-	-	
Cash	(1,000,000)	-	-	-	(1,000,000)
CLM common shares	(1,060,000)	-	-	-	(1,060,000)
Abandonment and write off	(1,945)	-	-	-	(1,945)
Balance, June 30, 2019	2,200,055	13,000	-	-	2,213,055

The Company's holdings in the Golden Triangle Area total 81,991 hectares (202,604 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.

At June 30, 2019 the Company had a 100% working interest on a total of 5,035 hectares (11,442 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.

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 (“CLM”) whereby, over the next three years CLM 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 CLM 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 current fiscal year). A further $1 million will be payable upon CLM 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, or 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.

CLM undertook an exploration program pursuant to the terms of the Letter Agreement and on November 2, 2018 CLM 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 CLM on the Property under the Agreement are not included in these financial statements.

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, 2017	20,426,709	983,903	1,058,005	22,468,617
Total additions for the period	210,066	2,508	253,490	466,064
Quebec refund	-	(4,727)	-	(4,727)
Balance, June 30, 2018	20,636,775	981,684	1,311,495	22,929,954
Total additions for the year	186,891	1,444	803,225	991,560
Balance, June 30, 2019	20,823,666(1)	983,128(2)	2,114,720(3)	23,921,514

(1) Net of cumulative refunds totalling $691,978 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. 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, 2017	167,268,490	31,224,506
Flow through units issued July 2017, net	3,700,000	159,385
Working capital units issued July 2017, net	400,000	14,462
Flow through units issued November 2017, net	2,696,667	155,577
Working capital units issued November 2017, net	3,643,333	168,154
Flow through units issued June 2018, net	523,334	43,477
Working capital units issued June 2018, net	2,900,000	162,846
Share issue costs	-	(40,081)
Balance, June 30, 2018	181,131,824	31,888,326
Issuance of shares for property July, 2018	500,000	25,000
Exercise of brokers warrants	70,000	3,500
Flow through units issued October 2, 2018	1,300,000	130,000
Working capital units issued October 2 2018	5,312,500	425,000
Working capital units issued November 8, 2018	625,000	50,000
Flow through units issued December 21, 2018	8,307,692	540,000
Flow through units issued December 31, 2018	1,150,000	74,750
Flow through share liability	-	(26,000)
Warrant issue valuation	-	(33,223)
Share issue costs	-	(64,882)
Balance, June 30, 2019	198,397,016	33,012,471

Since June 30, 2017 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
July 14, 2017	FT	3,700,000	$0.05	185,000	1,850,000	$0.10	July 14, 2018
July 14, 2017	WC	400,000	$0.05	20,000	400,000	$0.10	July 14, 2018
November 24, 2017	FT	2,696,667	$0.075	202,250	1,348,333	$0.12	November 24, 2018
November 24, 2017	WC	3,643,333	$0.06	218,600	3,643,333	$0.12	November 24, 2018
June 5, 2018	FT	523,334	$0.09	47,100	261,667	$0.12	June 5, 2019
June 5, 2018	WC	2,900,000	$0.07	203,000	2,900,000	$0.12	June 5, 2019
October 2, 2018	FT	1,300,000	$0.10	130,000	650,000	$0.18	October 2, 2019
October 2, 2018	WC	5,312,500	$0.08	425,000	5,312,500	$0.12	October 2, 2019
November 8, 2018	WC	625,000	$0.08	50,000	625,000	$0.12	November 2, 2019
December 21, 2018	FT	8,307,692	$0.065	540,000	-	-	-
December 31, 2018	FT	1,150,000	$0.065	74,750	-	-	-

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 June 30, 2019, 13,450,000 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**
	#	$
Outstanding at June 30, 2017	8,600,000	0.10
Granted	1,000,000	0.10
Expired, April, 2018	(250,000)	0.10
Outstanding at June 30, 2018	9,350,000	0.10
Granted	9,850,000	0.08
Expired, May 2019	(5,750,000)	0.10
Options outstanding at June 30, 2019	13,450,000	0.09
Options exercisable at June 30, 2019	8,525,000	0.09

On December 13, 2017 500,000 share purchase options were granted to acquire common shares of the Company at $0.10 per share for five years. The fair value was estimated at $0.05 per option at the date of grant using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 1.61%, expected dividend yield of nil, average expected volatility of 156.24% and expected life term of 60 months.

On March 19, 2018 500,000 share purchase options were granted to acquire common shares of the Company at $0.10 per share for five years. The fair value was estimated at $0.08 per option at the date of grant using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 2%, expected dividend yield of nil, average expected volatility of 192.67% and expected life term of 60 months.

On June 6, 2019 9,850,000 share purchase options were granted to acquire common shares of the Company at $0.08 per share for five years. The fair value was estimated at $0.08 per option at the date of grant using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 1.33%, expected dividend yield of nil, average expected volatility of 185.45% and expected life term of 60 months.

Based on estimated fair values, the Company recorded $218,583 as share-based compensation for the year ended June 30, 2019, 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	21.7 months	$0.10	April 20, 2021
500,000	500,000	41.4 months	$0.10	December 13, 2022
500,000	500,000	44.6 months	$0.10	March 19, 2023
9,850,000	4,925,000	59.2 months	$0.08	June 6, 2024
13,450,000	8,525,000			

(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:

	Number of Shares	Price Range $
Balance June 30, 2017	5,464,603	
Private placement warrants issued	10,634,334	0.05 to 0.12
Expired	(5,464,603)	0.06 to 0.15
Balance June 30, 2018	10,634,334	0.05 to 0.12
Expired	(10,564,334)	0.05 to 0.12
Exercised	(70,000)	0.05
Private placement warrants issued	7,252,115	0.065 to 0.18
Balance June 30, 2019	7,252,115	0.07 to 0.18

Number of shares	Remaining contractual life	Exercise price per share	Expiry date
650,000	3.1 months	$0.18	October 2, 2019
5,312,500	3.1 months	$0.12	October 2, 2019
625,000	4.3 months	$0.12	November 8, 2019
664,615	5.7 months	$0.065	December 21, 2019
7,252,115			

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 number of common shares outstanding on June, 2019 was 198,397,016. Taking into account outstanding share purchase options and warrants, the fully diluted common shares that could have been outstanding on June 30, 2019 was 219,299,131.

8. Contributed surplus

A summary of changes in contributed surplus is:

	Amount $
Balance, June 30, 2017	4,333,894
Warrants expired	127,997
Share-based compensation	43,846
Balance, June 30, 2018	4,505,737
Share-based compensation	218,583
Warrants expired	176,566
Balance, June 30, 2019	4,900,886

9. Income taxes

The Company's effective income tax rate differs from the amount that would be computed by applying the combined Federal and Provincial statutory tax rate of 26.25% (2018 - 26.25%) to the net loss for the year for reasons noted below:

	June 30 2019 $	June 30 2018 $
Income tax recovery based on statutory rate	**423,000**	117,000
Actual provision per financial statements		-
Non-deductible items for tax purposes	**(337,350)**	(172,185)
Tax effect of adjustments to prior year balances	**(59,650)**	55,185
Net income tax recovery	**26,000**	-

The Company has incurred tax losses of $6,885,000 (2018 - $6,560,000) which may be used to reduce future taxable income. The potential benefit of these losses will expire in the fiscal years ended June 30, if unused, as follows:

	Amount $
2027	642,000
2029	709,000
2030	622,000
2031	931,000
2032	951,000
2033	686,000
2034	573,000
2035	512,000
2036	425,000
2037	219,000
2038	278,000
2039	337,000
	6,885,000

In addition to the above losses the Company has available CEE of approximate $4.5 million, CDE of $1.04 million and FDEE of $1.6 million which can be used to offset future taxable income.

The components of future income tax asset (liability) are as noted below:

	June 30 2019 $	June 30 2018 $
Non-capital losses	**1,830,000**	1,720,000
Capital assets	**5,000**	5,000
Exploration and evaluation assets	**1,295,000**	1,125,000
Valuation allowance	**(3,130,000)**	(2,850,000)
Net deferred income tax liability	**-**	-

10. Related party transactions

During the year ended June 30, 2019, the Company incurred related party expenses of $360,860 (2018 – $227,786). 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 effective December 13, 2017 and Lawrence Roulston effective March 19, 2018. As at June 30, 2019, $591,954 (2018 - $496,542) was due to these related parties. Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the year ended June 30, 2019 and 2018.

Share-based compensation to key management and directors for the year ended June 30, 2019 was $189,274 (2018 - $43,846).

During the year ended June 30, 2019 the company incurred expenses of $90,574 (2018 - $67,234) for legal fees to a law firm related to a Director of the Company, William R. Johnstone. At June 30, 2019, $4,799 (2018 - $22,406) 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:

	June 30 2019 $	June 30 2018 $
FVTPL [1]	**2,869,247**	735,252
Loans and receivables [2]	**83,284**	18,049
Financial liabilities [3]	**357,339**	38,950

(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**.**

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 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. Contingencies and commitments

At June 30, 2019 the Company had a lease commitment to January 31, 2023 for its principle office location estimated to total $80,000 over a 43 month period, and has $10,829 on deposit as property reclamation bonds with various governmental agencies, recorded in prepaid expenses.

14. Subsequent event

On July 10, 2019 the Company received $50,738 with respect to a BC Mining Exploration Tax Credit. This amount will be recorded as a reduction of deferred exploration and evaluation expenditures in July 2019.

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).

On October 2, 2019 5,962,500 warrants to purchase shares of the Company expired, unexercised.