

**ROMIOS GOLD RESOURCES INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the year ended June 30, 2019**

# ROMIOS GOLD RESOURCES INC.

## Management's Discussion and Analysis – June 30, 2019 As of October 11, 2019

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Romios Gold Resources Inc. ("Romios" or the "Company") constitutes management's review of the factors that affected the Company's consolidated financial and operating performance for the year ended June 30, 2019. The MD&A was prepared as of October 11, 2019 and should be read in conjunction with the audited consolidated financial statements ("Financial Statements") of the Company for the year ended June 30, 2019, including the notes thereto. Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. The Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as described in Note 2 to the Financial Statements.

### Executive Summary

Romios is a Canadian mineral exploration company with a primary focus on gold, copper and silver. Its projects are located in Ontario, British Columbia, Quebec, and Nevada.

The Company completed a six-hole diamond drilling program totalling 1,343 metres at Atim Lake North, part of the Lundmark-Akow Lake property in Ontario, in June 2019. A gold-bearing quartz-pyrrhotite vein which graded 8.64 g/t Au over 4.75 m was intersected in hole RGR-19-5 in the northwestern portion of the March 2019 airborne magnetic and VTEM™ survey area. The electromagnetic conductor coincident with this vein is 300 to 400 metres long. A similar but lower grade vein was intersected in hole RGR-19-6, drilled in the opposite direction of RGR 19-5 to test a parallel series of multiple conductors. This vein was intersected 330 m NE of the discovery vein at the tail end of a 700 m long conductor and assayed 0.5 g/t Au over 7.35 m, with individual assays between 96 ppb and 1.9 g/t Au.

Interpretation of the geology suggests a similarity to that at Red Lake and at the Timmins-Porcupine gold camps. A follow-up 7 drill hole program of 1,345 m along the two EM conductors coincident with the gold-bearing quartz-pyrrhotite veins was completed in September 2019. Additional claims were staked both to the northwest and the southeast of the project area. Additional sampling at the high grade gold discovery in the "Spence" shear zone was carried out in September. Assays are pending.

In the northwest part of the Golden Triangle in BC, the Company expanded its land holdings at and near the JW Property and in February reported on the exploration work carried out in September-October 2018 on several zones. Field work carried out on the Trek and JW property provided additional evidence for the presence of possible porphyry copper mineralization that had been postulated by earlier workers. An update on the work done in October 2018 is included in the "**Mineral Exploration, Golden Triangle Area Properties**" section of this MD&A.

Exploration and evaluation costs during the year ended June 30, 2019 were \$991,460 with \$803,000 incurred on the Lundmark-Akow Lake Project.

In September 2018 the Company signed a binding Letter 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. A definitive agreement ("Agreement") replaced the Letter Agreement in December, 2018 and was subsequently twice amended. 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; and the payment of \$2 million in cash option payments, of which \$1 million has been received. 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. CLM has announced its intent to exceed the required \$3 million to be spent in calendar 2019. Romios retains 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. Mineralization was intersected but due to the limitations of the drill, the holes drilled were not long enough to reach the intended target.

On December 4, 2018 the Company announced that it had finalized a definitive agreement dated November 29, 2018 (the “Definitive Agreement”) with CLM to option the Property.

On January 11, 2019, at the Annual and Special Meeting of Shareholders, the shareholders of the Company approved the Definitive Agreement with CLM to option the Newmont Lake Property, subject to the approval of the TSX Venture Exchange, which was obtained on January 21, 2019.

On February 5, 2019, the Company announced that the date for receipt by CLM of regulatory approval of the Definitive Agreement had been extended to February 22, 2019. CLM received the approval on that date.

On March 22, 2019, the Company announced a further extension to the closing of the transaction to March 29, 2019, on which date the transaction closed.

There has been significant exploration activity by CLM on the optioned project area during the summer of 2019. The Company is waiting for the quarterly progress report of exploration operations for the three months ending September 30, 2019, which is due to be provided by CLM by October 15, 2019. CLM’s expenditures on the Property are not included in the Company’s reported exploration costs.

#### **Recent property acquisitions:**

In March 2019, 7 claims totalling 137 hectares (339 acres) were added to the Lundmark-Akow Lake property after receipt of the VTEM survey results. Another 8 claims totalling 158 hectares (399 acres) were acquired in the same month on grass-roots targets south of the Musselwhite mine. A large block of 125 cell claims totalling approximately 2,460 hectares (6079 acres) was acquired by staking in February and April 2019 southeast of the Musselwhite gold mine to cover a conceptual gold target.

In September 2019 the Company acquired by staking another 142 claims adjacent to the Company’s recent gold discovery in the northwest portion of its Lundmark-Akow Lake Project in Northwestern Ontario. The claims cover approximately 2,987 hectares (7,381 acres) and were staked over areas that are of geophysical interest based on the geological model of the discovery zone area.

In the Golden Triangle of BC, the Company acquired by staking, 17 claims covering 6,506 hectares (16,076 acres), 1.4 km west of the JW property in the northwest part of the Triangle in September 2018, and in December, 4 additional claims covering 1,832 hectares (4,527 acres) adjoining the Andrei claims. In March, 2019, five additional claims covering 791 hectares (1,955 acres) were acquired by staking over a historic prospect 11 km northeast of the Andrei claims. Initial exploration of the new claims took place in the summer of 2019, but results have not yet been reported.

#### **Financings:**

On October 2 and November 8, 2018 the Company closed non-brokered private placements of flow-through units and working capital units, raising an aggregate of \$605,000 for the continuation of exploration activity and for working capital purposes.

On December 21 and 31, 2018 the Company closed non-brokered private placements of flow-through units, raising an aggregate of \$614,750 for the continuation of exploration activity.

In addition to the above private placements, the Company received option payments totalling \$1,000,000 and 4 million shares of CLM with a market value at the time of receipt of \$1.2 million, under the Agreement whereby CLM has an option to acquire the Newmont Lake Property, under terms set out in the **Executive Summary** above.

## **Mineral Exploration**

### **Ontario**

#### **Lundmark-Akow Lake**

A Memorandum of Understanding has been signed with the North Caribou Lake First Nation covering the proposed 2019-22 program on the Lundmark-Akow Project.

In June 2019 the Company completed a six-hole diamond drilling program totalling 1,343 metres which resulted in the discovery of a gold-bearing quartz-pyrrhotite vein grading 8.64 g/t Au over 4.75 m, intersected in hole RGR-19-5 at the northwestern end of the March 2019 airborne magnetic and VTEM™ survey. The EM conductor is coincident with the gold-bearing vein and is 300 to 400 metres long. A similar but lower grade vein was intersected in hole RGR-19-6, drilled in the opposite direction of RGR 19-5 to test a parallel series of multiple conductors. This vein was intersected 330 m NE of the discovery vein at the tail end of a 700 m long conductor, and assayed 0.5 g/t Au over 7.35 m, with individual assays between 96 ppb and 1.9 g/t Au. Assay results of the June program are summarised in Table One below.

A potentially very significant additional discovery in both holes RGR-19-5 and RGR-19-6 is the occurrence of several large, sporadically gold-mineralized carbonate (mainly calcite) veins in close proximity to the gold-bearing quartz-pyrrhotite veins. These veins have distinctive, well developed open-space filling textures typical of the barren to weakly mineralized carbonate veins found near the high-grade gold veins in the Newmont Goldcorp Red Lake mine as well as some of the major deposits in the Timmins-Porcupine gold camp. Such vein textures are thought to reflect high pressure, deep seated and long lived fluid systems that were an integral part of gold ore formation in these major gold camps. A 6.5 m wide carbonate vein in drill hole RGR-19-6 returned individual gold values ranging from nil to 2.96 g/t Au and averaged 0.54 g/t Au. A large calcite vein in RGR-19-5 averaged 0.7 g/t Au over 5.7 m with individual assays from ~nil to 1.85 g/t Au. A second, 7.5 m wide, calcite vein in this hole returned lower, but still anomalous values between 15 and 730 ppb Au. This latter vein is particularly significant for the presence of a one metre wide lamprophyre dyke within the vein, suggesting that the mineralized vein structures are deep seated. This same type of carbonate vein is generally barren or weakly mineralized in the Red Lake and Timmins-Porcupine camps. The presence of gold grades up to 2.96 g/t Au in the Lundmark-Akow Lake veins is considered encouraging for the overall potential of this area.

A follow-up 7 drill hole program of 1,345 m along the two EM conductors coincident with the gold-bearing quartz-pyrrhotite veins was completed in September 2019. Assays are pending.

In addition to the gold bearing Quartz-Pyrrhotite vein, drill hole RGR-19-6, and the adjacent drill hole RGR-19-5, intersected scattered zones of chalcopyrite vein mineralization in otherwise fresh looking basalt. These veinlets were observed from the bedrock surface (~4 metres depth) to a hole depth of 41m in RGR-19-6, and assayed 0.26% Cu over 33.7 m with gold values ranging from nil to 2.85 g/t Au. This mineralization flanks a blue quartz-eye – feldspar porphyry which is also locally mineralized and returned an intercept of 2.3 m grading 2.2 g/t Au and 0.37 % Cu. This type of intrusion is associated with many volcanogenic massive sulphide (VMS) deposits, and its discovery along with the widespread copper mineralization in the adjacent volcanic rocks greatly enhances the geological potential of this area. Six VTEM™ conductors remain to be tested in the immediate vicinity of holes RGR-19-5 and RGR-19-6 while another seven conductors occur along strike within 3 km.

Drill holes RGR-19-1 to 4 targeted the northward continuation of the same VMS style alteration zone that led to the discovery of the high grade Cu-Au-Ag massive sulphide at Atim Lake North in 2017 (see Romios news release September 19, 2017). These holes were successful in extending the known length of this impressive

alteration zone from 3 km to 7 km. Several conductors flanking this alteration pathway are now considered high priority VMS targets which will be tested in a future drill program.

**Table 1: Summary of assay results, June 2019 drill program.**

Drill Hole	From	To	Drilled Width**	Au g/t	Cu %	COMMENTS
RGR-19-001	35.10	38.40	3.30	0.18	0.44%	VMS alteration pathway
RGR-19-002	NSR*			-	-	VMS alteration pathway
RGR-19-003	NSR*			-	-	VMS alteration pathway
RGR-19-004	164.85	165.35	0.50	0.78	0.99%	Edge of VMS horizon
RGR-19-005	33.55	34.35	1.45	4.30	1.33	Stringer-type chalcopyrite
RGR-19-005	58.30	65.80	7.50	NSR*	NSR*	Carbonate (calcite) vein
RGR-19-005	93.90	99.65	5.75	0.68	0.05	Carbonate (calcite) vein
RGR-19-005	288.85	293.60	4.75	<b>8.64</b>	0.05	Quartz-Pyrrhotite Vein with VG
<i>including</i>	292.80	293.60	0.80	<b>31.30</b>	0.03	Quartz-Pyrrhotite Vein with VG
RGR-19-006	8.00	41.70	33.70	0.14	0.26	Stringer-type chalcopyrite
<i>including</i>	28.60	29.00	0.40	2.85	2.11	Stringer-type chalcopyrite
RGR-19-006	71.70	73.35	1.65	3.05	0.47	Feldspar-Quartz Porphyry
RGR-19-006	127.70	134.20	6.50	0.54	0.02	Carbonate (calcite) vein
<i>including</i>	131.00	132.00	1.00	2.96	NSR*	Within 6.5 m carbonate vein
RGR-19-006	151.10	158.45	7.35	0.51	0.34	Quartz-Pyrrhotite Vein

\* NSR = No significant Assay Results      \*\*True Width estimated to be 80-85% of Drilled Width

### High Grade Gold in Shear Zones

In addition to the aforementioned gold and massive sulphide targets, Romios' Lundmark-Akow Lake claims cover the shear zone-hosted "Spence" showing which returned grab sample assays in 1997 ranging from 11.1 to 1200.6 g/t Au from a blast trench in copper-mineralized sheeted veins. Soil sampling conducted in June 2019 revealed a prominent copper anomaly up to 1,660 ppm Cu over a linear magnetic low that flanks the mineralized outcrops.

Additional sampling was undertaken in September to delineate the extent of this anomalous structure. Assays are pending.

Costs incurred on the airborne survey and geological, geophysical ground work along with the June diamond drilling program totalled \$803,000.

### Property Acquisitions

In March 2019, 7 claims totalling 137 hectares (339 acres) were added to the Lundmark-Akow Lake property after receipt of the VTEM survey results. Another 8 claims totalling 158 hectares (399 acres) were acquired in the same month on grass-roots targets south of the Musselwhite mine. A large block of 125 cell claims totalling approximately 2,460 hectares (6079 acres) was acquired by staking in February and April 2019 southeast of the Musselwhite gold mine to cover a conceptual gold target.

In September 2019 the Company acquired by staking another 142 claims adjacent to the Company's recent gold discovery in the northwest portion of its Lundmark-Akow Lake Project in Northwestern Ontario. The claims cover approximately 2,987 hectares (7,381 acres) and were staked over areas that are of geophysical interest based on the geological model of the discovery zone area.

Romios currently has a 100% working interest in the 8,022 hectare (18,823 acre) 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 of the Company pursuant to a Royalty Agreement dated June 28, 1996, as amended February 18, 1998 and August 14, 2019. The remaining claims within the area covered by the February 18, 1998 Royalty Agreement were re-staked and renumbered when the Mining Lands Administration System came into effect in Ontario. The August 14, 2019 Royalty Agreement reflects the 220 mining claims which remain subject to the 3% NSR along with an area of interest to which the 3% NSR relates if new claims are staked or acquired by the Company within the original boundary of the claims set out in the February 18, 1998 Royalty Agreement. The Company has the right to purchase up to a 2% net smelter returns royalty at any time in consideration for the payment of \$1 million in respect of each 1% net smelter returns royalty purchased.

## **British Columbia**

### **Golden Triangle Area Properties**

The Company's total land position in the Golden Triangle Area comprises 81,497 hectares (201,384 acres). The acquisition cost of the properties was \$4.3 million, with the exploration and evaluation cost over the years totalling \$20.8 million. A portion of the Company's land position, the Newmont Lake Project is currently under option to CLM under terms set out in the **Executive Summary** above.

Northwestern British Columbia hosts a number of significant ore deposits in the vicinity of Romios' claims including copper-gold porphyry (e.g. Red Chris, Galore Creek) and VMS gold deposits (e.g. Eskay Creek) as well as precious-base metal vein deposits (e.g. Johnny Mt. and Snip). The Federal and British Columbia governments have funded the Northwest Transmission Line bringing the electrical power grid close to the Newmont Lake Project area. Road access and the provincial power grid will facilitate the construction of infrastructure and help expedite project development when the exploration work is further advanced. The 195 megawatt Forrest Kerr run-of-river hydroelectric facility is within 20 kilometres of the Newmont Lake Property, has been operating since 2015, and was followed by the Volcano Creek and the 66 megawatt McLymont Creek facility, all three connected to the provincial power grid.

A summary of the past work on the main prospects can be found in the MD&A for the year ended June 30, 2018 or on the Company's website [www.romios.com](http://www.romios.com)

### **Newmont Lake Property update:**

On February 5, 2019 (news release) the Company reported the following results of its exploration work carried out in September-October 2018.

#### **Ken-Glacier Cu-Au-Ag Skarn Zone**

Two lines of chip sampling were completed at the Ken Zone across a large iron carbonate vein which is exposed for up to 8 m in width and at least 25 m in length. They returned assays of 6.0 m @ 2.28% Cu and 7.9 g/t Au plus 4.3 m @ 1.32 % Cu and 4.75 g/t Au. This and other smaller veins in the area appear to be part of a widespread network ranging from local very high grade Cu-Au-Ag-(Co)-carbonate veins (e.g. 10.4% to 11.5 % Cu, 30.3 to 32.5 g/t Au, <1 to 135 g/t Ag and 372 ppm to 635 ppm Co across widths of 0.5 to 1.0 m; reported in Romios News Release dated September 10, 2018) to broad zones of barren background iron carbonate alteration. It is believed that this vein hosted mineralization is part of a >10 metre thick iron rich halo around the skarn horizons and it provides an additional promising drill target flanking the skarns. The apparent source pluton for the mineralizing fluids was found 300 metres from the Ken Zone and the intersections of the skarn layers with that pluton is now a high-priority drill target for 2019.

#### **Burgundy Ridge Cu-Au-Ag Skarn Zone**

Mapping and sampling on the >400 m long Burgundy Ridge skarn in September 2018 identified a number of well mineralized boulder trains assaying from 1.78% to 5.4% Cu, 0.22 to 2.37 g/t Au and 7 to 54 g/t Ag (samples are individual grabs or composites from up to 10 talus boulders). Outcrops of a newly recognized homogeneous copper-bearing skarnified dolomitic marble intermittently exposed across widths of 25-30 m returned assays

ranging from 4.3 m @ 1.33% Cu, 2.85% Zn, 5 g/t Ag to 5.3 m @ 0.64% Cu, 1.34% Zn and 6 g/t Ag. The true width and continuity of this zone is uncertain but it was targeted by two RC drill holes drilled by CLM in October 2018. Mineralization was intersected but due to the limitations of this drill, the holes drilled were not long enough to reach the aforementioned target.

One of the highest grade showings on Burgundy Ridge is informally referred to as the Lower High Grade Zone. Mapping in 2019 revealed that the syenite dyke forming the core of this system widens from 5 m to 35 m before it disappears from view westward under an icefield. Chip samples along the edges of the dyke returned high grade assays in July 2018 (e.g. 3.8 m @ 2.58% Cu, 2.37 g/t Au, 46 g/t Ag and 7.4% Zn; previously reported). Three chip samples taken in September at the westernmost exposure returned values ranging from anomalous up to 1.77% Cu, 2.6 g/t Au and 26.4 g/t Ag, suggesting that the mineralization may extend under the icefield. Due to weather and time constraints this high-grade target could not be drilled by CLM in October 2018 and remains a high-priority drill target for 2019.

### **McLymont Fault Pyrite Vein**

A >1 m wide Au-Cu enriched massive pyrite vein discovered in July south of the Northwest Zone has now been found at several sites over a length of 260 m along the NNE-trending McLymont fault. A one metre chip sample of this vein in July assayed 0.56% Cu and 0.99 g/t Au and grab samples from the northernmost outcrop in September range from 0.17 to 12.7 g/t Au, 2 to 12.4 g/t Ag and 0.04% to 0.4% Cu. The wide range in gold values and unknown total width of the pyrite vein warrant trenching and systematic channel sampling in future. It is unclear at this point if the pyrite vein is part of the plumbing system for the nearby Northwest Zone or a separate vein system.

### **Cuba Zones**

High-grade Ag-Pb-Zn+/-Cu-Sb veins and newly discovered clusters of boulders were sampled during a brief examination of the Cuba North and South showings near the east margin of the Newmont Lake graben. Mineralization is found within wide zones of coarse barite and carbonate veins in a prominent N-S fault cutting Permian limestone. Various grab samples returned individual metal values ranging from 55 to 833 g/t Ag, 0.002% to 9% Pb, 0.36% to 10.3% Zn, 0.02% to 0.64% Cu, and 0.008% to 0.34% Sb. The precise source of the most mineralized float is uncertain and warrants further investigation by geophysics (IP), soil sampling and potentially diamond drilling.

### **Other Properties**

#### **Trek Property, BC**

The Trek Property is located near to the proposed site of the processing plant for the Galore Creek project. During the 2011 exploration season an exploration program costing in excess of \$6 million was completed on the Galore Creek area properties. Fifteen diamond drill holes totalling 7,906 metres in length were drilled on the Trek Property in 2011, with sulphide mineralization intersected in all of the holes, providing a greater definition and understanding of the copper-gold-silver mineralization in the upper portion of the North Zone and the identification of a new area of mineralization referred to as the "Lower Breccia Zone" discovered underlying the known main body of mineralization at the North Zone. Combined, these areas form a mineralized structure measuring approximately 700 metres long, 400 metres wide and up to 800 metres deep. The structure remains open in several directions and adds credibility to the belief of the existence of a major mineralized porphyry system on the Teck Property.

Highlights of the 2011 drilling include a 32 metre zone which averaged 2.06% Cu, 1.05 g/t Au and 26.01 g/t Ag in hole TRK 08-01, a 22 metre zone that assayed 1.25% Cu, 22.43 g/t Ag and 0.05 g/t Au in hole TRK 11-32, and in hole TRK11-35 a 2.15 metre zone of 7.87% Cu, 2.17 g/t Au and 40.3 g/t Ag.

The Company conducted more field work on the Trek property in July and August, 2019, as well as on the large Andrei claim block, the Royce/Porc property and the JW porphyry prospect. To date, assays from samples collected are pending and the report on the 2019 field work has not been completed. Difficulty in obtaining a drilling permit in time for summer access has caused a postponement to next summer.

## **Timmins-Hislop**

On June 11, 2018 the Company completed the sale of the Company's Timmins Hislop property in exchange for 178,321 McEwen Mining Inc. ("McEwen") common shares then valued at \$500,000. Romios retains a 2% net smelter return royalty, with McEwen having the right to purchase 1% from the Company for \$2 million.

## **Nevada**

Romios' Scossa Gold property is located 6 miles from the Rosebud Mine and 8 miles from the Hycroft Mine in northwestern Nevada. The property operated as a high grade, underground gold mine in the 1930s and encompasses a number of gold-bearing veins. Thirty historical drill holes were completed to test a number of gold-bearing epithermal quartz breccia veins and gold was found in every hole. Two holes encountered gold grades of 10.6 oz/ton and 8.6 oz/ton at the 145ft-152ft level. There has been no current activity, but additional drilling and exploration is justified to advance this prospect.

## **Outlook**

### **Ontario**

The June diamond drilling program at Atim Lake on the Lundmark-Akow Lake Property provided very encouraging results and follow-up drilling was completed in September. Assays will be reported when received and analyzed.

### **BC**

CLM is spending \$3 million or more on the Newmont Lake Property, including Burgundy Ridge, in the summer of 2019 and continued into September. Based on the extensive data from past ground and diamond drill results, this summer's work could have exciting results. The retreat of glacier ice has opened up access to new drill sites and exposed mineralized areas and key geological features.

The report on this summer's field work on its other BC properties including Trek and particularly on the JW Property in the northwest area of the Golden Triangle has not yet been completed, but the Company expects to return in the summer of 2020, as soon as weather and accessibility for drilling allows.

### **Financial**

The Company's cash and working capital positions improved in 2019 and financed the active programs, particularly at Lundmark-Akow Lake. September's drilling results may assist in financing additional work. The Company continues to pursue financing opportunities, including joint ventures and strategic alliances. Management anticipates that it will be able to raise additional funds as required, to continue its exploration and evaluation programs.

## **Results of Operations**

Exploration expenses incurred during the year ended June 30, 2019, totalled \$991,560, compared to \$466,064 in 2018, in both years split between BC and Ontario, but largely at Lundmark-Akow Lake in 2019.

General and administrative expenses for the year ended June 30, 2019 were \$746,824 compared to \$468,794 in 2018; there was an increase in professional fees to \$151,392 (2018 - \$103,034), office and general to \$54,849 (2018 - \$29,384) and non-cash share based compensation to \$218,583 (2018 - \$43,846).

The Company's net loss and comprehensive loss, including the increased amount spent on exploration, for the year ended June 30, 2019 was \$1,648,017 compared to \$443,894 in 2018. The lower loss in 2018 was caused by

the gain on the sale of the Timmins-Hislop exploration property for shares valued at \$500,000 at the time of receipt in 2018.

#### Fourth Quarter

The Company's results for the three months ended June 30, 2019 was a net loss and comprehensive loss of \$758,742 compared to a net gain of \$330,488 in the prior year. The difference was caused by the gain on the sale of the Timmins-Hislop exploration property for shares valued at \$500,000. General and administrative expenses for the three months ended June 30, 2019 were \$301,232 compared to \$119,331 for the same period in 2018. The increase in the fourth quarter of 2019 compared to 2018 was largely due to the increase in non-cash share-based compensation to \$199,095 (2018 - \$7,895) resulting from share option grants to directors, officers and employees.

#### Selected Annual Information

	2019 \$	2018 \$	2017 \$
Net loss	(1,622,017)	(443,894)	(1,007,349)
Net loss per share – basic and diluted	(0.01)	(0.00)	(0.00)
Total assets	5,196,237	5,033,703	4,398,719

#### Selected Quarterly Information

2018 - 2019	Jun 30, 2019 \$	Mar 31, 2019 \$	Dec 31, 2018 \$	Sep 30, 2018 \$
Net (loss) and comprehensive (loss)	(758,742)	(274,450)	(292,894)	(295,931)
Net loss per share – basic and diluted	(0.01)	(0.00)	(0.00)	(0.00)
Total assets	5,196,237	3,009,744	5,719,524	5,150,480
2017 - 2018	Jun 30, 2018 \$	Mar 31, 2018 \$	Dec 31, 2017 \$	Sep 30, 2017 \$
Net gain/(loss) and Comprehensive gain/(loss)	330,488	(331,333)	(142,743)	(300,306)
Net loss per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	5,033,703	4,417,716	4,686,369	4,354,206

#### Capital Resources and Liquidity

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 cover corporate overhead costs.

#### Non – brokered Private Placements

Date	Type	Units	Price	Proceeds, \$	Warrants	Price	Warrants Expiring
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 21, 2019
December 31, 2018	FT	1,150,000	\$0.065	74,750	-	-	December 31, 2019

### Issue Costs

Date	Finder's fees	Brokers Warrants	Price	Expiry
July 14, 2017	\$3,500	70,000	\$0.05	July 14, 2018
November 24, 2017	\$9,660	161,000	\$0.06	November 24, 2018
December 21, 2018	\$43,200	664,615	\$0.065	December 21, 2019

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

On October 2 and November 8, 2018, the Company closed non-brokered private placements of flow-through units and working capital units raising an aggregate of \$605,000 for the continuation of exploration activity and for working capital purposes.

On December 21 and 31, 2018 the Company closed non-brokered private placements of flow-through units for an aggregate of \$614,750 for the continuation of exploration activity.

In addition to the above private placements, the Company received option payments totalling \$1,000,000 and 4 million shares of CLM with a market value at the time of receipt of \$1.2 million, under the Agreement whereby CLM has an option to acquire the Newmont Lake Property, under terms set out in the **Executive Summary** above.

At June 30, 2019, the Company had working capital of \$1,943,505 after providing \$682,338 for amounts due to related parties, compared to working capital of \$181,987 at June 30, 2018, after providing \$603,859 due to related parties.

On October 11, 2019 the cash position was \$167,000 and working capital was \$645,000, after providing \$663,000 for amounts due to related parties. As the Company has no operating revenue, costs are being funded with equity based private placements as well as option payments under the Agreement with CLM. The Company believes that it will have enough financial resources to operate for the next twelve months. The Company's ability to meet its obligations and continue as a going concern continues to be dependent on the ability to identify and complete financing opportunities. While the Company has been successful in raising equity capital to date, there can be no assurance that it will be able to do so in the future.

### 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

### 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 details the changes in the 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 unexercised, April, 2018	(250,000)	0.10
Outstanding at June 30, 2018	9,350,000	0.10
Granted	9,850,000	0.08
Expired unexercised, 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

### Outstanding common share purchase warrants

On certain issuances of common shares, the Company granted warrants entitling the holder to acquire additional common shares of the Company, and the Company granted warrants as consideration for services associated with the placement of such common share issues.

The following table details the changes in the 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

The number of common shares outstanding on June 30, 2019 and October 11, 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.

The fully diluted common shares that could have been outstanding on October 11, 2019 was 213,136,631.

### **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.

Non-cash 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.

### **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 the 43 month period, and has \$10,829 on deposit as property reclamation bonds with various governmental agencies, recorded in prepaid expenses.

### **Carrying value of mining and exploration properties**

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, possible production levels, and operating, capital, exploration and reclamation costs, which are subject to risks and uncertainties. Management has determined that as at June 30, 2019 and October 11, 2019 there was no impairment of the carrying value of its properties.

The Company is not subject to externally imposed capital requirements imposed by a lending institution or regulatory body.

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

### **Financial Instruments and Other Instruments**

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet dates, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and may involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts of cash and cash equivalents, HST/GST receivables and accounts payable approximates their fair values due to the short term to maturity of these instruments. Marketable securities are priced at the quoted closing stock market price on the period end date.

## **Risk Factors**

An investment in the Company's securities is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect the Company and its financial position. Please refer to the "Risk Factors" section in the Company's Financial Statements for the fiscal year ended June 30, 2019, available on SEDAR, [www.sedar.com](http://www.sedar.com)

## **Special Note Regarding Forward-Looking Statements**

Certain statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from the statements made. When used in this report, the words "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", and "will", are intended to identify forward-looking statements, and reflect the current expectations of the management of the Company with respect to future events, and are subject to risks and uncertainties, such as reduced funding and general economic and market factors. New risk factors may arise from time to time and it is not possible for management of the Company to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied in such forward-looking statements. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. The Company does not undertake or assume any obligation to update these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

## **Additional Information**

- (1) Additional information may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website [www.romios.com](http://www.romios.com).
- (2) Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's latest Information circular dated November 30, 2018 for the Company's Annual and Special Meeting of Shareholders involving the election of directors on January 11, 2019.
- (3) John L. Biczok, P. Geo., the Company's Vice-President, Exploration and a qualified person under NI 43-101, has reviewed and approved the technical information pertaining to the Mineral Exploration Properties included in this Management's Discussion and Analysis.