Romios Proposes Name Change and Share Consolidation, Annual General and Special Meeting Scheduled for January 16, 2026

written by Raj Shah | December 8, 2025

December 8, 2025 (Source) – **Romios Gold Resources Inc. (TSXV: RG) (OTCID: RMIOF) (FSE: D4R) ("Romios Gold" or the "Company")** is pleased to announce that the Company will be seeking shareholder approval for a proposed name change to "Oreterra Metals Corp." (the "Name Change") and a consolidation of the Company's outstanding common shares (the "Shares") on the basis of up to a maximum of ten (10) pre-consolidation Shares for one (1) post-consolidation share (the "Consolidation") at the discretion of the Board of Directors. Both the Name Change and the Consolidation will be put to a shareholder vote at the Company's forthcoming Annual General and Special Meeting ("AGSM") scheduled for January 16, 2026, voting materials for which will be available shortly.

Rationale for proposed name change and share consolidation

Management is seeking approval for both steps in keeping with its recent efforts, exhibited in the period since June, to re-establish the Company's market appeal and position it to drill the Trek South, BC copper-gold porphyry prospect in the 2026 field season, which in the view of management offers high potential for building value for shareholders. Planning toward a maiden Trek South drill program is well advanced and an independent National Instrument 43-101 technical report ("NI

43-101”) is being finalized, including a recommended budget for what is expected to be a multi-phased program. Management has past experience in the same general area of BC with successful exploration drilling programs on major porphyry copper-gold discoveries, and the financial resources required are considerable.

Subject to a shareholder vote at the AGSM in favour of the proposed Name Change and the Consolidation, and the approval of the TSX Venture Exchange, management proposes to shortly thereafter undertake a significant financing on terms to be defined, to secure the capital required to execute on the program recommended in the NI 43-101. North American investors generally find it undesirable to invest in early-stage, pre-discovery junior exploration companies that have greatly inflated capital structures. It is therefore management’s view, based upon experience and the opinion of market professionals, that the Consolidation will be essential to the success of the proposed financing effort, noting that it will not change the value of individual shareholder positions in the Company, nor their proportional ownership thereof, but rather provide a basis, with the subsequent injection of new capital, for increasing the value of those individual holdings.

Proposed consolidation

Prior to giving effect to the proposed Consolidation, which will also affect all outstanding options and warrants of the Company, the Company currently has 328,059,969 Shares issued and outstanding. Assuming a Consolidation on the basis of ten (10) pre-Consolidation Shares for one (1) post-Consolidation Share, the Company will have approximately 32,805,996 post-Consolidation Shares issued and outstanding. No fractional Common Shares will be issued upon the Consolidation. In the event a holder of Common Shares would otherwise be entitled to

receive a fractional Common Share in connection with the Consolidation, the number of Common Shares to be received by such shareholder will be rounded down to the next whole number and no cash consideration will be paid in respect of fractional shares. Shareholders' proportional ownership in the Company will remain unchanged following the Consolidation.

The Name Change and Consolidation are subject to the receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange, and approval by at least two thirds of the votes cast by the holders of Shares present in person or by represented proxy at the AGSM. Shareholders will be advised of the new stock symbol for the Company when approved. It is anticipated that the Consolidation will take effect some weeks following the January 16, 2026, AGSM.

A letter of transmittal will be mailed to registered shareholders providing instructions with respect to surrendering share certificates representing pre-Consolidation Shares in exchange for post-Consolidation Shares issued as a result of the proposed Consolidation. All registered shareholders who submit a duly completed letter of transmittal along with their respective share certificate(s) representing the pre-Consolidation Shares to the Company's transfer agent, TSX Trust Company, will receive a certificate representing the post-Consolidation Shares. Until surrendered, each certificate representing pre-Consolidation Shares will be deemed to represent the number of post-Consolidation Shares the holder would be entitled to receive as a result of the Consolidation. Shareholders who hold their Shares in brokerage accounts or in book-entry form are not required to take any action. Outstanding securities convertible or exercisable into Common Shares will also be adjusted by the Consolidation ratio, and the exercise price of such securities will be adjusted accordingly.

About Romios Gold Resources Inc.

Romios Gold Resources Inc. is a TSXV-listed mineral exploration company focused primarily on gold, copper and silver. The Company has crafted an ambitious business plan to advance Romios, primarily by refocusing its efforts on achieving discoveries through the drill bit. The Company holds several wholly-owned porphyry copper-gold prospects in British Columbia's Golden Triangle, the most significant of which is the Trek South prospect, upon which a range of geosciences applied to it in the period since 2022 including mapping, sampling, magnetic, IP and MT geophysical surveys, have delivered high-order, complementary results that all vector to the same conclusion: that the target area offers high discovery potential. A drill permit is in place and an updated NI 43-101 with plan and budget is under preparation. Trek South is located adjacent to Teck-Newmont's Galore Creek deposits, presently undergoing pre-feasibility studies, and is bisected by the road right-of-way thereto. First-ever drilling of Trek South is planned for the 2026 field season.

Additional wholly-owned interests include two former producers in Nevada: the Kinkaid claims in the Walker Lane trend covering numerous shallow Au-Ag-Cu workings over what is believed to be one or more porphyry centres (source: J.Biczok, P.Geo, June 2025, *Kinkaid Gold-Copper-Silver Project*, www.romios.com), and the Scossa mine property in the Sleeper trend which is a former high-grade gold producer (source: J.Biczok, P.Geo, July 2025, *Scossa Historic Gold Mine Property*, www.romios.com). The Company also holds a 100% interest in the large-scale Lundmark-Akow Lake Au-Cu property adjacent to the northwest of the Musselwhite Mine, where drilling by the Company has produced highly encouraging, broad VMS-style Au-Cu intersections. Romios also retains an ongoing interest in several properties including a 2% NSR on McEwen Mining's Hislop gold property in Ontario and

a 2% NSR on Enduro Metals' Newmont Lake Au-Cu-Ag property in BC.

For further information visit www.romios.com or contact:

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This news release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially

from such forward-looking information include, but are not limited to failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.