ANGKOR GOLD CORP.

Management's Discussion and Analysis

For the Year Ended July 31, 2016

BACKGROUND

This Management's Discussion & Analysis ("MD&A") of Angkor Gold Corp. ("Angkor Gold" or the "Company") is dated as of November 28, 2016, which is the date of filing this document. It provides a review of our financial results, from the viewpoint of management, for the twelve-month period ended July 31st, 2016. This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the year ended July 31, 2016. This discussion includes the accounts of the Company and its wholly-owned subsidiaries, Prairie Pacific Mining Corp. ("PPMC Canada"), a corporation existing under the provincial laws of Alberta; and Angkor Gold Cambodia Co. Ltd. ("AGC"), a corporation existing under the laws of the Kingdom of Cambodia, and Liberty Mining International Pty Ltd, a corporation existing under the laws of the Kingdom of Cambodia.

Unless otherwise noted, amounts are expressed in Canadian dollars. Where appropriate, for transactions completed in US dollars a conversion rate of $1 USD equals $1.35 CDN has been used throughout this report. Where an amount is fixed in USD under the terms of an agreement or contract, the reported Canadian dollar equivalent will fluctuate based on prevailing conversation rates but the USD amount will not change.

BUSINESS UPDATE

Clarification on sale of 5% of Angkor Gold Cambodia (AGC)

For further clarification, on February 26, 2015, Angkor Gold announced that it and AGC had entered into an agreement with North American investors ("Participants") who have together invested an aggregate of $1,428,000 CAN in exchange for which they collectively received a 5% joint venture interest in Angkor's current Cambodian prospects. 4% of the 5% joint venture interest is held by Participants who are at arm's length to Angkor, with the remaining 1% being held by Participants related to Angkor.

The agreement was entered into on the premise that should AGC become the operator of a production facility and receive residual revenue from production or from production partners or JV partners, then that revenue will be divided on a 95% - 5% split.

The agreement states that should AGC become a producing operator, that each Participant may take his or her share of the minerals produced, FOB the production site and dispose of his or her share accordingly at their cost. Should a Participant not take the minerals in kind, then AGC may store the Participant's share or bank the cash proceeds for the Participant at the cost of the Participant.

The buy-back option grants Angkor Gold the right to purchase the Participants' interest at fair market value at the time the option is exercised. The option period is for two years from the operative date and if Angkor Gold exercises the option, the Participant is bound to sell.

This agreement therefore splits the Phum Syarung Net Smelter Return ("NSR") to allocate 5% of the proceeds of the NSR to the Participants. For example, should a monthly NSR of $100 be payable to AGC as the subsidiary of Angkor Gold, then $5.00 would be payable to AGC and $95.00 would be payable to the other shareholder of AGC (Angkor Gold). This agreement does not impact whether there is an NSR or not.

AGC has the right to:

- manage and carry out all operations
- bring properties into production and suspend or terminate mining operations
- purchase back the interest at fair market value within two years of the agreement date
- maintain properties in its sole name
- maintain a right of first refusal if any Participant wishes to sell his interest and receives a bona fide offer

A Participant has the right to:

- take his/her share of minerals in kind, if he/she chooses
- receive documents confirming his/her interest
- have access to the properties and technical reports relating to the properties
- sell his/her interest to a third party after providing Angkor Gold with a right of first refusal

The Participants are not required to contribute funds to maintain their 5% interest.

CEO DEFERRED SALARY

As the Company has transitioned to directly funding expenditures for social development in recent years, the accrual from the CEO contributing $9,500 per month grew. Now that the transition to fund social development directly is included within the Company's budgets, the Company together with the CEO have agreed to terminate the practice of accruing his salary and to clear this accrual so as to resolve any and all questions pertaining to this item on our financial statements. The payment for the obligation owed for the rendering of the CEO's services in the amount of $294,582 will be paid to the CEO immediately following the Company's next successful financing on the following basis: 80% in company stock; 20% in cash provided that the TSX Venture Exchange approves the issuance of stock for debt.

PRIVATE PLACEMENT

On July 27, 2016, Angkor Gold announced that it had completed the oversubscription of the previously announced non-brokered $1,200,000 Private Placement raising a total gross proceeds of $1,250,400 through the issuance of 3,126,000 units at a price of $0.40 per unit consisting of one common share and one-half common share purchase warrant (each whole warrant, a "Warrant"), each Warrant entitled the holder thereof to purchase one additional common share at a price of $0.50 per share for a period of 12 months from the date of issuance and was also subject to an acceleration clause. A value of $93,780 was ascribed to the warrants determined on a residual value basis. The securities issued had a four-month hold period from the date of closing.

GRANT OF STOCK OPTIONS UNDER EXISTING STOCK OPTION PLAN

On June 14, 2016, Angkor Gold granted stock options to directors, officers, employees and consultants to purchase an aggregate of two million (2,000,000) common shares of the company at an exercise price of 45 cents per share for a five-year term expiring June 14, 2021. Of the two million options, a total of 1.3 million options were granted to directors and officers of the company. The option grant will vest immediately.

US$3 MILLION JOINT EXPLORATION AGREEMENT WITH JOGMEC ON OYADAO SOUTH LICENSE

On June 14, 2016, Angkor Gold entered into a Joint Exploration Agreement ("JEA") with Japan Oil, Gas and Metals National Corporation ("JOGMEC") to explore the Company's 100% owned Oyadao South license. Under the terms of the agreement, upon aggregate expenditure of US$3 million (CDN $4.05 million) by JOGMEC over a three-year period, JOGMEC will be granted the option to acquire an indirect initial 51% interest in the Oyadao South license. Following the exercise of the option, JOGMEC and Angkor Gold will fund the project expenditures on a pro-rata basis.

Key Highlights:

- JOGMEC has been granted the option right to earn a 51% interest in the Oyadao South Project located in the Kingdom of Cambodia in exchange for funding US$3.0 (CDN $4.05) million in expenditures during the Farm-In Period of 3 years or less.
- During the Farm-In Period, Angkor Gold shall conduct all exploration activities and JOGMEC shall fund 100% of the expenditures.
- During the Pro Rata Funding Period, each of Angkor Gold and JOGMEC shall fund the cost thereof in proportion to its existing actual and deemed entitlement to a Participating Interest in the JEA
- If the Participating Interest in the JEA of any Party is diluted to less than 15%, then such Non-Participant will no longer be a party to the JEA, and will be automatically converted to a 1.5% Net Smelter Return (NSR). At such time, the other Party may at any time purchase 0.5% of the 1.5% NSR with a one-time cash payment of US$1,500,000 (CDN $2.025 million).

US$3.5 MILLION (CDN $4.725 million) OPTION AGREEMENT WITH BLUE RIVER RESOURCES ON BANLUNG LICENSE

On May 9th, 2016, the Company entered into a Definitive Agreement ("DA") with Blue River Resources ("Blue River") to explore Angkor Gold's 100% owned Banlung tenement in Ratanakiri Province, Cambodia. The agreement gives Blue River three consecutive options to participate in up to a 50% interest of the Banlung license after the completion of a total investment of US$3.5 million (CDN $4.725 million) in exploration expenditures over a 4-year period.

Once the first 3 options have been satisfied, Blue River may then exercise a fourth option to acquire an additional 20% interest of the Banlung tenement through the commission and completion of a bankable feasibility study on the property.

Highlights:

Angkor Gold will receive a non-refundable US$100,000 (CDN $135,000) payment from Blue River, and grant Blue River the following earn-in Options:

Option #1 – Based on additional Exploration & Development Expenditures of US$900,000 (CDN $1,215,000) from June 30, 2016 through March 30, 2018, Blue River will be granted a 10% interest on the Banlung Tenement;

Option #2 – Based on additional Exploration & Development Expenditures of US$1,500,000 (CDN $2,025,000) no later than 2 years following the date that Option 1 is exercised, Blue River will be granted a 30% interest on the Banlung Tenement for a total of 40%;

Option #3 – Based on additional Exploration & Development Expenditures of US$1,000,000 (CDN $1,350,000) no later than 1 year from the date Option 2 is exercised, Blue River will be granted a further 10% interest on the Banlung Tenement for a total of 50%;

Option #4 – Based on the completion of a Bankable Feasibility Study on the Banlung Tenement, or portion thereof, Blue River will earn a final 20% interest on the Banlung Tenement for a total of 70%.

Upon completion of Option #4, Angkor Gold will maintain a 30% free carry to production on the Banlung Tenement, or can convert at its discretion, to a 5% Net Smelter Return.

JV AGREEMENT WITH MESCO GOLD LTD. ON OYADAO NORTH LICENCE

On January 12, 2016, Angkor Gold entered into a transaction on a second license with Mesco Gold (Cambodia) Ltd. (MESCO). It expands the mineral rights for MESCO; revises an already existing net smelter return (NSR) that Angkor Gold holds on MESCO's Phum Syarung Gold Mine; and allows Angkor Gold to focus on its core prospects.

The JV Agreement adds to MESCO's current land holdings in the region which includes the under-construction Phum Syarung Gold Mine that is scheduled to begin mining in 2017.

MESCO is incorporated under the laws of the Kingdom of Cambodia and is affiliated with Mesco Steel Ltd., a leading vertically-integrated iron and steel producer based in India that has successfully diversified its operations into other raw materials and commodities, including mining.

Highlights:

- The JV Agreement on the Oyadao North Concession provides MESCO with the rights to explore the entire license for minerals and, if deemed warranted, bringing a portion into commercial production by establishing and operating a mine. MESCO agrees to spend US$1,250,000.00 (CDN$1,687,500) on exploration.
- Angkor Gold will maintain a 15% free-carried interest on the Oyadao North license without incurring any financial obligations related to the maintenance of the license and future exploration/mining programs.

- Under the JV agreement, Angkor Gold and MESCO have renegotiated the existing NSR agreement on the Phum Syarung mine such that the new NSR for gold will be at 2.0% while the price of gold is less than US$1,000.00 (CDN$1,350), and will increase 0.25% for every US $50.00 that the gold price exceeds US$1,000.00 (CDN $ 1,350) to a maximum of 7.5%. For all other minerals, a 7.5% NSR will be paid.

WARRANTS

On June 30, 2015, the Company closed on the exercise of 5.5 million warrants at $0.50 per common share in the capital of the Company for an aggregate total $2.75 million proceeds enabling the Company to finance its 2015-2016 operations without issuing any additional securities.

The warrants were originally announced on June 26, 2014 (http://www.angkorgold.ca/angkor-closes-definitive-agreement-with-strategic-partner/) as a previously announced transaction with Tohui Beishan Properties Group Holding Limited ("TG"), incorporated under the laws of Hong Kong, China where the Company issued to TG an aggregate of 7,900,000 units of Angkor Gold for aggregate gross proceeds of $2,250,000. Each unit consisted of one common share at a price of $0.285 per share and one non-transferrable warrant. Each warrant entitled the holder to purchase one additional common share of Angkor Gold at an exercise price of $0.50 and was valid until June 30, 2015. Upon approval by TG, the warrants were amended to make them 'transferrable to other parties' and partially offered to current shareholders in the Company.

The proceeds from the Warrants were used to continue exploration on several prospects including an extensive IP program at Koan Nheak to define the extent of the precious metals epithermal vein system plus further evaluation of a large gold anomaly discovered this season over Okalla West, immediately west of Okalla porphyry.

APPOINTMENT TO THE BOARD OF DIRECTORS AND MANAGEMENT TEAM

On August 10, 2015, the Company announced the board of directors appointed Rhonda Hewko B.A.Sc., P.Eng., who has over 17 years of experience in the environmental engineering field. Mrs. Hewko replaces Mr. Robert Neill, who resigned as Director on August 4, 2015 to focus on other business interests. Also on August 10, 2015, the Company announced the appointment of Mr. Stephen Burega to VP Corporate Development. Over the past 10 years, Mr. Burega has been intimately involved in the launch and management of a number of natural resource companies. Previous to that, Mr. Burega worked in the finance, communications, and government relations arenas for 12 years.

The Company also announced the granting of incentive stock options on August 7, 2015, to certain of its directors, officers and consultants to purchase up to an aggregate of 250,000 common shares at a price of $0.49 per share, exercisable until August 7, 2017.

The Company also announced the retirement of Dr. Adrian Mann, VP of Exploration effective August 31, 2015. Dr. Mann joined the Company in 2009 as a consultant overseeing Angkor Gold's Cambodian properties and assumed the role of Vice President of Exploration in 2011. Dr. Mann was a key contributor in helping guide Angkor Gold towards being a return derived revenue stream company through the development of Angkor Gold's large Cambodian land package.

CORPORATE GOVERNANCE

Please see the attached Schedule “A” for information on the Corporation's Corporate Governance (Form 58-101F2).

AUDIT COMMITTEE

Audit Committee Charter

The Charter of the Corporation's Audit Committee is attached to this Management Information Circular as Schedule “B”.

Composition of the Audit Committee

The following are the members of the Audit Committee:

Michael Weeks	-	Non-Independent*; Financially Literate*
Terry Mereniuk	-	Independent*; Financially Literate*
Kenneth Booth	-	Independent*; Financially Literate*

* As defined by Multilateral Instrument 52-110 – *Audit Committees* (“MI 52-110”).

Education and Experience

Michael Weeks has 25 years of experience in project management of power generation and petroleum-related industries. Mike has spent over 14 years negotiating with foreign governments in developing and implementing natural resource concessions. During that time, Mike was instrumental in implementation of training programs for local labour force development, professional accreditation, and significant strides in self-sustaining community growth and enhancement in developing countries. He has an engineering background and holds a First Class Power Engineering Certificate. Mike has managed large projects in Canada, Africa and Europe, constructing and managing several large production facilities in North Africa. Mike was, and continues as, a founding director of a petroleum training company as well as two financial service companies.

Terry Mereniuk has been a Director and CFO of several public and private companies. He has owned and operated his own accounting firm for nine years. Terry obtained a Bachelor of Commerce (with distinction) - University of Alberta - April 1981. He has been a Certified Management Consultant since June 1988 and a Chartered Accountant since December 1983. Terry was a director and the CFO of Wescorp. Energy Inc., an OTC Bulletin Board listed company from 2003 to 2009, and is currently a director of Roadking Travel Centres Inc., a TSXV listed company.

Kenneth Booth has more than 30 years of experience in exploration, mining corporate finance and public company administration. In mining corporate finance, he has worked for two of Canada’s largest investment banks executing numerous equity financings for both junior and senior companies and was involved in a variety of significant mergers and acquisitions. Ken has held several management positions while working for resource companies. In these roles he was instrumental in raising equity funding, negotiating property acquisitions and joint ventures. Ken currently provides financial advice to the junior mining sector through a private management company that he has been associated with for the past 15 years. Ken is currently and has been the CEO and Director of Invenio Resources Corp. since December 2010, the interim President and Director of Gitennes Exploration Inc. since April 2000, a director of El Tigre Silver Corp. since September 2008, and a director of Premium Exploration Inc. since November 2011.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of MI 52-110 *(De Minimis Non-Audit Services)*, or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (by Category)

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

Financial Year Ending	**Audit Fees (1)**	**Audit Related Fees (2)**	**Tax Fees (3)**	**All Other Fees**
2015	$34,825	**$Nil**	**$Nil**	**$Nil**
2016	$39,500	**$Nil**	**$Nil**	**$Nil**

Notes:

(1) Represents fees paid for professional services rendered by the auditors for the audit of the Corporation's annual financial statements and services provided in connection with statutory and regulatory filings.

(2) Represents fees incurred in connection with the International Financial Reporting Standard compliance.

(3) Represents fees incurred for professional services rendered by the Corporation's external auditor for tax compliance, tax advice, and tax planning.

Exemption

The Corporation is relying on the exemption provided in Section 6.1 of MI 52-110 and, as such, the Corporation is exempt from Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110.

FORWARD-LOOKING STATEMENTS

This MD&A may contain forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors outside management's control that could cause actual results to differ materially from those expressed in the forward-looking statements. The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements and does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances, other than as required by securities legislation. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below.

SELECTED FINANCIAL INFORMATION

The following is selected financial data from the Company's consolidated financial statements for the month period ended July 31, 2016 and the last two years, ending July 31, 2015 and 2014.

				Years ended,				
				July 31, 2016		July 31, 2015		July 31, 2014
						(Restated)		(Restated)
Total revenues			$	-	$	-	$	-
Net earnings (loss) for the year				(1,983,001)		(2,870,907)		76,128
Earnings (loss) per share				(0.02)		(0.03)		(0.00)
Earnings (loss) per share – fully diluted				(0.02)		(0.03)		(0.00)
Cash and cash equivalents				886,159		1,880,964		1,419,703
Total assets				9,066,133		9,424,948		8,305,709
Total long-term liabilities				-		473,030		500,909

<u>**TECHNICAL SECTION: MD&A FOR YEAR ENDED July 31, 2016**</u>

SUMMARY

The technical portion of this report addresses the 12-month period ending July 31, 2016. We have provided an outline of the activities on each license in the table below, and a brief definition of the type of activity. The detailed technical data on each prospect with diagrams, data tables, etc. are available on the Company's website.

	TENEMENTS	**BANLUNG**	**ANDONG MEAS**		**KOAN NHEAK**			**OYADAO SOUTH**		**TOTAL**
	PROSPECT	**OKW**	**CW**	**SCP**	**PCK**	**RNG**	**STD**	**HAL**	**OTR**	
Geochemistry	XRF	7134	2560	730	5528	5898	1570	2158	250	25,828
	Pancon	7270		730	5527	5890	1569			20,986
	ALS	14	1413	37	67	30	35	1338	202	3,136
	SWIR		138	80				1364	699	2,281
	Magsus	118			4					122
	pH Soil	461		730						1,191
	Petrographic				5					5
Geophysics	Gravity	4 lines(30Km)								
	Intermediate IP				20 lines(100km)	28 lines(85km)				
	Deep IP Sounding				1 line(1km)	1 line(2.36km)				
	VLF-EM				13 lines(26km)	11 lines(23.2km)				
Drilling	Auger Holes	463(1701.4m)								
	Auger soil samples	1123								1,123

Geochemistry Terms

"XRF" means x-ray fluorescence analyzer, used by the technical team by taking half of each sample and running it through the equipment to provide a breakdown of elemental content in each sample. It allows us to identify over 30 different elements, but is not effective in identifying gold unless in high quantity. However, it is very useful in contributing to a large database when thousands of samples are catalogued to build patterns of information.

"Pancon" refers to pan concentration, which is the process where we take the other half of each sample and 'pan' for visible gold in a nearby stream.

"ALS" refers to international independent laboratory service where the samples are sent for assay analysis.

"SWIR" is an acronym for short wave length infrared, a form of imagery with shadows and contrast that uses wavelength to aid in identifying objects.

"Magsus" refers to magnetic susceptibility, a technique to measure magnetic strength in rock.

"pH Soil" the sample is tested to measure its pH, providing geologists with another tool of analysis for correlation of data.

"Petrographic" refers to the branch of science dealing with the classification and description of rocks, often with a microscope, in this case thin sections of rock analyzed through high-powered microscopes.

Geophysics Terms

"Gravity" refers to a technique of exploration that measures differences in gravity deep below surface to several kilometres, the difference in rock density will dictate a difference in gravity, so it is an indication of a change in the structure.

"Intermediate IP" means Induced polarization, a technique for imaging used to identify the electrical chargeability of some surface materials such as ore. Intermediate indicates that this is at a depth of 10-20 metres.

"Deep IP Sounding" means Induced polarization that generally measures at deeper depths from 200 to 500 meters.

"VLF-EM" means very low frequency electro-magnetics, a ground-probing technique that uses VLF signals for conductivity.

Notes To Reader:

- During the next quarter, annual heavy rains will limit or at least impair access to, and efficiency of work on all of the prospects.
- Unless otherwise indicated, all amounts below are in Canadian dollars. Any transactions made in USD have been converted using an exchange of USD $1.00 is equivalent to CDN $1.35.
- Where appropriate, comments are made as of November 2016.

LICENSE ACTIVITY DESCRIPTION

ANDONG MEAS LICENSE

The license has drill-ready targets on one prospect and could have several more with minimal exploration work on other prospects. Although the estimate below describes direct exploration costs without logistics and operations, these estimates will advance and accelerate as further fundraising is completed. A partner is being sought and several parties have indicated interest in Andong Meas.

Canada Wall Prospect:

Little work has been done during the period on this gold-copper-molybdenum prospect, which was extensively studied previously. This has been more a period of consolidation, of trying to understand the prospect better. The next stage of exploration includes cutting five trenches totaling 2050m, as a follow-up to the trench channel sampling that was the last operation done on the property in 2014. An exploration budget of $13,000 has been allocated to this prospect.

Wild Boar Prospect:

Work in this multiple narrow quartz vein system will concentrate on attempting to define drill targets by detailed topographic and termite mound surveys and VLF-EM exercise. An exploration budget of $26,000 has been allocated to this prospect.

Colonial Mine Prospect:

This is a narrow vein prospect on which work will focus on defining drill targets by detailed topographic and VLF-EM surveys. A budget of $23,000 is anticipated for this activity. A shallow 200m drill program comprising 5 to 7 holes is also contemplated, for a further budget of $48,000. A total exploration budget of $71,000 has been allocated to this prospect.

South Creek Prospect:

The IP survey, detailed lithological and alteration mapping completed in 2015-2016 showed evidence for gold-copper-molybdenum porphyry mineralization in this area. The termite mound geochemical survey will be completed, coupled with VLF-EM survey over the IP anomaly. An exploration budget of $34,000 has been allocated to this prospect.

BANLUNG EXPLORATION LICENSE

By way of background, the presence of the 7000m (N-S) x 2500m (E-W) "Central Gabbro" intrusive body was recognised in 1970, and again in the 1990s. This was corroborated by an aeromagnetic survey over the tenement and a satellite image geological interpretation with limited ground ascertainment done by LMI in 2007. A stream sediment geochemical survey conducted that year suggested that the intrusive could host base metals and gold. Several traverses were made through the area in 2009 and 2011, with some pilot termite geochemical surveys done in 2013. Angkor Gold signed a definitive agreement with Blue River Resources on May 9, 2016. (http://www.angkorgold.ca/angkor-gold-corp-signs-us3-5-million-option-agreement-with-blue-river-resources-on-banlung-license/)

Okalla West Prospect:

The gold anomaly discovered last season by termite mound geochemical survey has been the focus of an auger program by way of preliminary evaluation. Although that survey is incomplete, largely due to attempting to undertake it over the wet season, it does give sufficient encouragement to continue. Microscope work on heavy medium separated gold grains indicates a proximal origin for the gold in the termite mounds. Petrographic and electron microscope work has revealed an interesting lithological association with the gold anomaly, which is corroborated by a pilot gravity survey. This all strongly supports the association of the gold with the contact zone between intrusive olivine-pyroxenite to the west and younger intrusive diorite-monzonite to the east. Sampling will continue through the next quarter, but heavy rains create challenging and slower progress. The water table is expected to remain high through to the beginning of 2017, which may delay the subsequent trenching efforts. Three trenches will eventually investigate the gold pancon anomaly, complete with geochemical samples, VLF-EM survey and assays. Following trenching completion, and subject to weather, a diamond drill program of 6-

holes are the logical next steps for further exploration. An exploration budget of $78,000 has been allocated to this prospect.

BANLUNG NORTH EXPLORATION LICENSE

No work has been done on this license. Contingent on results from the Okalla West project on Banlung Exploration License, further work is being contemplated, centered on the La En, stream sediment multi-element geochemically anomalous areas. There is no exploration budget allocated at this time to this prospect.

KOAN NHEAK EXPLORATION LICENSE

Like the Andong Meas license, there is significant potential and interest from several parties at Koan Nheak for further exploration. A partner is currently being sought for further exploration. As fundraising efforts over the next two quarters dictate, management will proceed with the activities described below on this tenement. In the meantime, the license is maintained, secured, and regularly monitored throughout the wet season.

Peacock Prospect:

Detailed geological mapping, SWIR clay alteration studies, termite mound geochemical and VLF-EM geophysical surveys following up promising results from previous operations show an 800m long strike of anomalous pan concentrated gold associated with quartz veining on the southern edge of a diorite intrusive. This lies between the diorite and a quartz vein stockwork breccia with limonite and pyrite in sandstones to the south of the anomaly. Assay values from vein float and outcrop in this area confirm the gold concentration. A surface IP study suggests deep fault structures NNE and NW, with higher polarizability, which ranges from 3% to 6%, related to the brecciation. In-house ground magnetic survey, followed by trenching, is recommended as an initial follow-up. In addition, geochemical termite mound over geophysics anomaly is also recommended. An exploration budget of $101,000 has been allocated to this prospect.

East Ring Prospect:

Termite mound geochemistry, coupled with detailed geological mapping, SWIR clay alteration studies, a VLF-EM survey and intermediate gradient surface IP combine to give a very convincing model of an 800m diameter 'tip-of-the-iceberg' diorite inlier intruding the interbedded siltstones, shales and sandstones of the area. Clay alteration is characterized by low temperature minerals: kaolinite-silica-calcite-chlorite-epidote. Hornfels occurs on the diorite contact, but is not prominent. A 500m 'bullseye' multi-element geochemical anomaly of Cu-Mo-As coincides with quartz vein float with pyrite-(chalcopyrite-covellite-galena) on the diorite, with common panned gold occurrences concentrated around the inlier. The IP reveals a 2.5km diameter polarizability anomaly co-centric with the diorite. Next step is an in-house ground magnetic survey, trenches investigation and geochemical samples. An exploration budget of $57,000 has been allocated to this prospect.

Straddle Prospect

A termite mound geochemical survey and reconnaissance geological mapping showed little of interest. No further ground work is recommended and there is no exploration budget allocated at this time to this prospect.

OYADAO EXPLORATION LICENSE

This license is under option to Mesco Gold. No work has been completed on the license and Mesco has not submitted a progress report.

OYADAO SOUTH EXPLORATION LICENSE

As the Mesco mining license area of 12 km^2 is removed from this license, Angkor Gold will make an application for a renewal on the remaining portion of the license. The new license of 235 km^2 remaining is expected in December 2016 and will immediately be followed with exploration activities under our agreement with JOGMEC. New permitting, license fees, performance guarantees, and related costs are anticipated to be between $80,000 - $100,000, which will be reimbursed by JOGMEC as set out under the agreement.

Otray Prospect:

The only work done was confined to final cataloguing and recording of core logging and analytical data from the drilling completed in 2014-2015. There is no exploration budget allocated at this time to this prospect.

Halo Prospect:

Little field work was done, following an intensive channel sampling exercise at the end of the 2014-2015 season. Research work at the Mineral Deposit Research Unit of the University of British Columbia continues apace, where a staff member is working full time on this project. Much of the work is of an academic nature, focused on understanding the environment of emplacement of the Halo deposit. The pace of field work on the prospect may increase in the upcoming season, but detailed plans and budgets have not been determined at this time.

NOTE: BANLUNG AND OYADAO SOUTH LICENSES

Funding for exploration of Banlung and Oyadao South Licenses are fully supported through agreements with other parties.

TOTAL EXPLORATION EXPENDITURES FOR THE PERIOD AUGUST 1, 2015 THROUGH JULY 31, 2016

TOTAL EXPENDITURE	**$974,872.00**

(Refer to Note #7 of Financial Statements – Fiscal 2016)

ANTICIPATED EXPENDITURES OVER Q1 FISCAL 2017 - CDN
(August 1, 2016 – October 31, 2016)

	Specific Exploration	Permits Licensing	Regional Expl-Related	G&A
Andong Meas License	$6,500	$0	$30,000	$35,000
Banlung North License	$6,500	$12,500	$30,000	$35,000
Koan Nheak License	$6,500	$10,000	$30,000	$35,000
Banlung License	$78,000	$15,000	$60,000	$35,000
Oyadao License	$0	$12,500	*MGL	*MGL
Oyadao South	$6,500	$12,500	$40,000	$35,000
TOTALS CDN	**$104,000**	**$62,500**	**$190,000**	**$175,000**

*(*MGL = Financial responsibility of Mesco Gold Limited)*
(NOTE: Amounts in $CDN converted at $1.35 CDN = $1.00 USD)

Total anticipated expenditures over the next quarter are $531,500 CAD related to the licenses. Anticipated payments from Blue River Resources under its agreement with the Company are estimated at $260,000 for the period, leaving a minimum requirement from Angkor Gold for capital funds for Q1 fiscal 2017 to be $271,500.

Management anticipates raising funds during the August-October quarter, advancing marketing efforts, and paying down some internal interest-free liabilities to management as funds are available.

STRATEGIC PROJECT ACQUISITION

Additional acquisitions continue to be part of the Issuer's plans, as long as they are strategic opportunities that will build value for the investors. The Company remains focused on Cambodia for strategic acquisitions, but management remains prudently cautious but open to all sound, ethical opportunities for acquisition.

WORKING CAPITAL

Working Capital refers to the funds required to meet our day-to-day expenses of operation, and as such, will fluctuate based on the level of exploration and activity that the company is engaged in outside of that which is supported by agreements with other parties. We anticipate adjusting our working capital needs throughout the year as we move forward with completion of private placements and additional third party agreements.

MAINTENANCE OF LICENSES

The procedure for maintenance of the Company's licenses varies based on the year of acquiring each license. The original five licenses will be due for renewal in December, 2016. As the Cambodian Ministry of Mines and Energy ("MME") has prepared a new sub-decree for exploration and exploitation licenses, we anticipate that new licenses will be under that format, as well as renewals. The Oyadao South license is currently being compiled under the new agreement format.

Annual rental fees and training fees are part of the maintenance program. Exploration reports are required by MME on each license on a bi-annual basis and a portion of each license deemed to no longer represent an interest to the license holder is relinquished on an annual basis. The 'suggested' percentage is 10% of the license area, but MME has not yet regulated this with tenement holders.

The physical maintenance of the licenses requires ongoing security of any camp structures in periods of inactivity, regular reconnaissance, and general minimal technical operations. Social development activities, are considered part of exploration-related activities and continue on each project through both rainy and dry seasons.

CONTINGENCY

It is prudent for the Company to build in a contingency, especially as Cambodia is still an emerging mineral resource development jurisdiction. The Company prefers to use 20% as a contingency factor on its exploration and exploration-related costs, including vehicles, logistics, human resources, and drilling mobilization. Furthermore, the contingency also serves to mitigate the potential effect of foreign exchange rates having greater disparity between the US dollar and the Canadian dollar.

SUMMARY

- Andong Meas License has drill-ready targets on one prospect and could have several more with minimal exploration work on other prospects. A partner is being sought and several parties have indicated interest in Andong Meas.
- Canada Wall Prospect: cutting five trenches totaling 2050m, with an exploration budget of $13,000;
- Wild Boar Prospect: attempting to define drill targets by detailed topographic and termite mound surveys and VLF-EM exercise with an exploration budget of $26,000;
- Colonial Mine Prospect: defining drill targets by detailed topographic and VLF-EM surveys and a shallow 200m drill program for a total exploration budget of $71,000;
- South Creek Prospect: a termite mound geochemical survey will be completed, coupled with VLF-EM survey over the IP anomaly with an exploration budget of $34,000;
- Banlung Exploration License's Okalla West Prospect: Continue with sampling, trenching, VLF-EM survey and assays. Following trenching completion, and subject to weather, a diamond drill program of 6-holes with an exploration budget of $78,000;

- Koan Nheak Exploration License: Has interest from several parties for further exploration. A partner is currently being sought for further exploration;
- Peacock Prospect: Planned exploration includes a ground magnetic survey, trenching, and geochemical termite mound over geophysics anomaly testing with an allocated exploration budget of $101,000;
- East Ring Prospect: Planned a ground magnetic survey, trenches investigation and geochemical samples with an exploration budget of $57,000;
- Oyadao South Exploration License: Will have an application for a renewal made on the remaining portion of the license to be followed with exploration activities under our agreement with JOGMEC;
- Funding for exploration of Banlung and Oyadao South Licenses are fully supported through agreements with other parties; and
- Banlung North Exploration License, Straddle Prospect, Otray Prospect and Halo Prospect have no planned exploration.

OVERALL PERFORMANCE FOR THE REPORTING PERIOD

Please refer to note 4 i) of the July 31, 2016 financial statements which details the change in accounting policy. The comparative numbers were restated to conform to the change in accounting policy.

For the year ended July 31, 2016, the Company recorded a loss of $1,983,001 ($0.02 loss per share).

The $1,983,001 loss in the year ended July 31, 2016 was driven by:
(i) salaries, wages, and benefit costs of $545,147, (ii) corporate development expenses of $91,512, (iii) social development costs of $131,847, (iv) office and travel expenses of $589,103, (v) professional fees of $212,018, and (vi) reversals of income taxes of $993,383.

For the year ended July 31, 2015 the Company recorded a loss of $2,870,907 ($0.03 loss per share).

The $2,870,907 loss for the year ended July 31, 2015 was driven by:
(i) salaries, wages, and benefit costs of $675,552, (ii) corporate development expenses of 69,750, (iii) social development costs of $123,177 (iv) office and travel expenses of $512,663, and (v) professional fees of $319,051.

Working Capital and Total Assets

As at July 31, 2016, the Company had $9,066,133 in total assets and a net working capital deficiency of $1,786,203.

Summary of Quarterly Results

The following table provides selected financial information of the Company for each of the last four quarters ended July 31, 2016.

	For the quarters ended			
	July 31, 2016	April 30, 2016	Jan 31, 2016	Oct 31, 2015
Total comprehensive income (loss)	$ (3,124,533)	1,291,302	$ 372,906	$ (48,611)
Income (loss) after taxes	(506,277)	(253,935)	(1,032,984)	(189,805)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Earnings (loss) per share – fully diluted	(0.00)	(0.00)	(0.00)	(0.00)
Cash and cash equivalents	886,159	664,251	547,897	1,349,163
Total assets	9,066,133	19,719,255	20,783,057	20,257,207
Total long-term liabilities	-	460,498	515,279	472,892

The main driver that affects comprehensive income each quarter is the foreign exchange on the resource properties as the United States Dollar increased in value relative to the Canadian dollar. The increase was more significant in the fiscal year ended 2015.

AS FILED

	For the quarters ended			
	July 31, 2015	April 30 2015	January 31, 2015	October 31, 2014
Total comprehensive income (loss)	$ 1,219,944	50,095	$ 191,351	$ 62,343
Income (loss) after taxes	(1,612,905)	(124,695)	(41,288)	33,520
Earnings (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)
Earnings (loss) per share – fully diluted	(0.01)	(0.00)	(0.00)	(0.00)
Cash and cash equivalents	1,880,964	1,113,326	548,393	841,565
Total assets	20,812,319	17,980,229	15,830,141	16,001,519
Total long-term liabilities	473,030	543,668	523,563	511,928

AS RESTATED

	For the quarters ended			
	July 31, 2015	April 30 2015	January 31, 2015	October 31, 2014
Total comprehensive income (loss)	$ (1,615,953)	(113,504)	$ (65,202)	$ (430,542)
Income (loss) after taxes	(571,937)	(589,658)	(798,435)	(910,877)
Earnings (loss) per share	(0.03)	(0.00)	(0.00)	(0.01)
Earnings (loss) per share – fully diluted	(0.03)	(0.00)	(0.00)	(0.01)
Cash and cash equivalents	1,880,964	1,113,326	548,393	841,565
Total assets	9,424,948	10,105,583	9,367,983	8,765,943
Total long-term liabilities	473,030	543,668	523,563	511,928

CAPITAL EXPENDITURES

During the year ended July 31, 2016, the Company capitalized $1,125,532 of deferred exploration expenditures and $28,166 of property, plant and equipment.

During the year ended July 31, 2015, the Company capitalized $2,345,935 of deferred exploration expenditures and $48,864 of property, plant and equipment.

LIQUIDITY AND CAPITAL RESOURCES

The Company has a loss of $1,983,001 for the year ended July 31, 2016, accumulated losses of $26,102,348 as at July 31, 2016 and negative cash flows from operating activities, before changes in working capital accounts, of $1,819,657 for the year ended July 31, 2016.

The Company's assets have not been put into commercial production and the Company has no operating revenues. Accordingly, the Company is dependent on the equity markets as sources of operating capital. The Company's capital resources are largely determined by the strength of the junior resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. There can be no assurance that additional financing, whether debt or equity, will be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

On June 30, 2015, 5,500,000 warrants were exercised at $0.50 for gross proceeds of $2,750,000. 40,000 shares with a value of $20,000 were issued but unpaid for at July 31, 2015.

On July 28, 2016, the Company completed a non-brokered private placement for 3,126,000 Units at $0.40 per unit for gross proceeds of $1,250,400. Each Unit comprises one common share one half warrant, with each full warrant exercisable at $0.50 per common share within one year from the issuance of the Units. A value of $93,780 was ascribed to the warrants determined on a residual value basis.

TRANSACTIONS WITH RELATED PARTIES

All related party transactions were measured at the exchange amount, which is the amount of consideration agreed to by the related parties.

The remuneration of directors and other members of key management were as follows:

		2016		2015
Management payments	$	348,656	$	584,763
Share-based compensation		300,004		-
	$	648,660	$	584,763

Included in accounts payable and accruals is $1,122,398 due to the Chief Executive Officer and his spouse and $21,306l, (2015: $20,000) due to the Company's country manager and $20,500 due to a director (2015 - $Nil). 1% of the 5% Joint Venture Interest is held by the spouse of the CEO – see Note 17 to consolidated financial statements.

OFF BALANCE SHEET ARRANGEMENTS

To the best of management's knowledge, there are no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the company.

FINANCIAL INSTRUMENTS

As disclosed in its audited consolidated financial statements for the year ended July 31, 2016, the Company has identified several financial instruments that it utilizes in its day-to-day operations. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

OUTSTANDING SHARE DATA

a) Authorized:

Common Shares
Unlimited number of common shares

Preferred Shares
Unlimited number of preferred shares

b) Issued and outstanding:

July 31, 2016:	96,481,754 common shares / 4,559,000 stock options
November 28, 2016:	97,591,754 common shares / 3,549,000 stock options

RISKS AND UNCERTAINTIES

The exploration for and development of mineral deposits are highly speculative activities and are subject to significant risks. The Company's ability to realize its investments in exploration projects is dependent upon a number of factors, including its ability to continue to raise the financing necessary to complete the exploration and development of those projects and the existence of economically recoverable reserves within its projects. Other significant risks are listed below.

Operations in Cambodia

The Company's primary mineral property is located in Cambodia and as such, it is exposed to various levels of political, economic, and other risks and uncertainties. These risks and uncertainties include, but are not limited to, terrorism, hostage taking, military repression, crime, political instability, labour unrest, the risks of war or civil unrest, expropriation and nationalization, renegotiation or nullification of existing concessions, licenses, permits, approvals and contracts, illegal mining, changes in taxation policies, restrictions on foreign exchange or repatriation, and changing political conditions and governmental regulations. Changes, if any, in mining or investment policies or shifts in political attitude in Cambodia may adversely affect the operations or profitability of the mineral property. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, mine safety, and the awarding of contracts to local contractors or the requirement of foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Failure to comply strictly with applicable laws, regulations, and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interest. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the mineral property.

Stage of Development

The Company's primary mineral property is in the exploration stage and the Company does not have an operating history with respect to its exploration activities. Exploration and development of mineral resources involves a high degree of risk and few properties which are explored are ultimately developed into producing properties. The amounts attributed to the Company's interest in its properties as reflected in its financial statements represent acquisition and exploration expenses and should not be taken to represent realizable value. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors such as unusual or unexpected geological formations, and other known and unknown factors.

Environmental

Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in exploration programs. Unknowns with respect to geological structures and other conditions are involved. Existing and future environmental laws may cause additional expense and delays in the activities of the Company, and they may render the Company's properties uneconomic. The Company has no liability insurance, and the Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

Future Financings

If the Company's exploration programs are successful, additional funds will be required for further exploration and development to place a property into commercial production. The Company's available sources of funds are: (i) the Company's existing cash and cash equivalents, (ii) the further sale of equity capital or (iii) the offering by the Company of an interest in its properties to be earned by another party or parties carrying out further exploration or development thereof. There is no assurance such sources will continue to be available on favourable terms or at all. If available, future equity financings may result in dilution to current shareholders.

Profitability of Operations

The Company is not currently operating profitable and it should be anticipated that it will operate at a loss at least until such time as production is achieved from its property, if production is, in fact, ever achieved. Investors also cannot expect to receive any dividends on their investment in the foreseeable future. The main driver of the comprehensive income for the period was salaries and wages.

Currency Risk

The Company's mineral property options incur costs which are denominated in USD. Future changes in exchange rates could materially affect the viability of exploring and developing this property.

NEW ACCOUNTING PRONOUNCEMENTS EFFECTIVE IN FUTURE PERIODS

IFRS 9, Financial Instruments, was originally issued in November 2009 and reissued in October 2010 and will eventually form a complete replacement for IAS 39, Financial Instruments: Recognition and Measurement. This standard sets out the recognition and measurement requirements for financial instruments and some contracts to buy or sell non-financial items. This standard is effective for annual periods beginning on or after January 1, 2018. The Company is currently assessing the impact of adopting this standard on its consolidated financial statements.

Other changes to IFRS which are effective in future periods are not currently expected to be material to the Company.

CRITICAL ACCOUNTING ESTIMATES

Significant assumptions about the future that management has made and other sources of estimation uncertainty at the financial position reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities relate to but are not limited to the following:

- The recoverability of exploration and evaluation assets presented on the consolidated statement of financial position;
- The estimated useful lives of properties and equipment which are included in the consolidated statement of financial position and the related depreciation;
- The inputs used in accounting for share-based payment transactions in the consolidated statements of comprehensive income and loss;
- Management's determination that there is no material restoration, rehabilitation, and environmental exposure, based on the facts and circumstances that existed during the period; and,
- The valuation of deferred income tax assets.

ADDITIONAL DISCLOSURES FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The following is a breakdown of the material costs for exploration and evaluation assets for the period ended July 31, 2016 and 2015:

	Non-earn in payments	Earn-in payments	Total
Cost:			
Balance, July 31, 2015 - as restated (Note 4.i))	$ 4,497,136	$ 2,071,394	$ 6,568,530
Additions	1,125,532	-	1,125,532
Funds received under option agreements	(194,650)	-	(194,650)
Write-down of exploration and evaluation assets	(172,179)	-	(172,179)
Adjustment for currency translation	39,029	4,961	43,990
Balance, July 31, 2016	$ 5,294,868	$ 2,076,355	$ 7,371,223

	Non-earn in payments	Earn-in payments	Total
Cost:			
Balance, August 1, 2014 – as restated (Note 4.i))	$ 3,581,340	$ 2,022,407	$ 5,603,747
Additions	2,345,935	-	2,345,935
5% Joint venture reduction (Note 17)	(1,427,933)	-	(1,427,933)
Write-down of exploration and evaluation assets	(115,294)	-	(115,294)
Adjustment for currency translation	113,088	48,987	162,075
Balance, July 31, 2015	$ 4,497,136	$ 2,071,394	$ 6,568,530

Refer to note 4i) in the financial statements for change in accounting policy.

OTHER INFORMATION

Additional information relating to the Company is available on the SEDAR website at www.sedar.com.

SCHEDULE "A"

ANGKOR GOLD CORP.

CORPORATE GOVERNANCE POLICY

CORPORATE GOVERNANCE DISCLOSURE (FORM 58-101F2)

1. **Board of Directors —** Disclose how the board of directors (the "**Board**") facilitates its exercise of independent supervision over management, including

(i) the identity of directors that are independent, and

Terry Mereniuk, Kenneth Booth, Jiangcheng Peng and Rhonda Hewko are independent directors.

(ii) the identity of directors who are not independent, and the basis for that determination.

Michael Weeks and Adrian Mann are not independent as they are officers of the Corporation.

In determining whether a director is independent, the Corporation chiefly considers whether the director has a relationship which could, or could be perceived to interfere with the director's exercise of independent judgment. Michael Weeks and Adrian Mann are currently executive officers of the Corporation and are therefore not considered to be independent.

2. **Directorships —** If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following current and proposed directors of the Corporation presently serve as directors of other reporting issuers as follows:

Name	Name of Reporting Issuer	Exchange or Market
Kenneth Booth	Invenio Resources Corp. Gitennes Exploration Inc. El Tigre Silver Corp. RedStar oil & Gas Inc.	TSXV TSXV TSXV TSX
Jiangcheng Peng	Unltra Lithium Inc.	TSXV

3. **Orientation and Continuing Education —** Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the board takes to provide continuing education for directors.

The Corporation has not developed an official orientation or training program for new directors as required, new directors will have the opportunity to become familiar with the Corporation by meeting with other directors and its officers and employees. Orientation activities will be tailored to the particular needs and expertise of each director and the overall needs of the Board. The Corporation ensures that a complete package of all of the Corporation's policies is provided to and discussed with each new director.

4. **Ethical Business Conduct —** Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

The Corporation does currently have a formal code of business conduct or policy in place for its directors, officers, employees and consultants. The Board believes that the Corporation's size also facilitates ongoing informal review of and discussions with employees and consultants. The Board monitors ethical conduct of the Corporation and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decision of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

The Board of the Corporation adopted a comprehensive Code of Ethical Conduct on October 6, 2011 which remains in effect. The Code of Conduct is available on the Company's website.

5. **Nomination of Directors —** Disclose what steps, if any, are taken to identify new candidates for Board nomination, including:

(i) who identifies new candidates, and

(ii) the process of identifying new candidates.

The Board has not appointed a nominating committee as the Board fulfills these functions. When the Board identifies the need to fill a position on the Board, the Board requests that current Directors forward potential candidates for consideration.

6. **Compensation —** Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:

(i) who determines compensation; and

The Corporation has a compensation committee ("Compensation Committee") which is responsible for making recommendations to the Board of Directors with respect to compensation for the directors and the Named Executive Officers annually. The Board has the ability to adjust and approve such compensation recommendations.

(ii) the process of determining compensation.

Market comparisons as well as evaluation of similar positions in different industries in the same geography are the criteria used in determining compensation, the objective being to set compensation levels to attract and retain individuals of high calibre to serve as officers of the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives and to align the interests of executive officers with the long-term interests of the Shareholders, while at the same time preserving cash flows. The Board of Directors will set the compensation so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size, stage of development, having similar assets, number of employees, market capitalization and profit margin. In setting such levels, the Board of Directors will rely primarily on their own experience and knowledge.

7. Other Board Committees — If the Board has standing committees other than the audit and compensation identify the committees and describe their function.

At present, the Board has no committees other than the audit and compensation committees.

8. Assessments — Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

The Board takes responsibility for monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board's decision making processes and the quality of information provided by management.

SCHEDULE "B"
ANGKOR GOLD CORP.

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit committee will assist the Board of Directors (the "**Board**") of Angkor Gold Corp. (the "**Company**") in fulfilling its responsibilities to oversee the financial activities. The audit committee, in consultation with the auditors, will review and consider the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, the management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership, as well as the Company's business, operations and risks.

2. Composition

After each annual general meeting of the shareholders of the Company, the Board will appoint from among the membership an audit committee. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

(a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company,

(b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach,

(c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors,

(d) review and recommend to the Board the compensation to be paid to the external auditors, and

(e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting, as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

(a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company, and

(b) ensure that the external auditors discuss with the audit committee any event or matter that suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

(a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions, and

(b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate;

Annual Financial Statements

(c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements,

(d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered, and

(e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public;

Interim Financial Statements

(f) review and approve the interim financial statements prior to their release to the public, and

(g) review management's discussion & analysis respecting the interim reporting period prior to its release to the public;

Release of Financial Information

(h) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

(a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

Non-Audit Services

(b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided, or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service,

(ii) the audit committee is informed of each non-audit service, and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters,

(b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis,

(d) review the policies and procedures in effect for considering officers' expenses and perquisites,

(e) perform other oversight functions as requested by the Board, and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

(a) engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) set and pay the compensation for any advisors employed by the audit committee, and

(c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfilment of their roles and responsibilities on the committee. The duties shall include:

6.1 Internal Control

(a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities,

(b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown, and

(c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

(a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements,

(b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks, and

(c) understand industry best practices and the Company’s adoption of them.

Annual Financial Statements

(d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares,

(e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures,

(f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses, warranty, professional liability, litigation reserves and other commitments and contingencies,

(g) consider management's handling of proposed audit adjustments identified by the external auditors, and

(h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

(i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information,

(j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements, and

(k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:

  (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results,

  (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Company's operations and financing practices,

  (iii) generally accepted accounting principles have been consistently applied,

  (iv) there are any actual or proposed changes in accounting or financial reporting practices,

  (v) there are any significant or unusual events or transactions,

  (vi) the Company's financial and operating controls are functioning effectively,

(vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreements, and

(viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 Compliance with Laws and Regulations

(a) periodically obtain updates from management regarding compliance with this policy and industry “best practices”,

(b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements, and

(c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 Other Responsibilities

(a) review, with the Company’s counsel, any legal matters that could have a significant impact on the Company’s financial statements.