ANGKOR GOLD CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED 31 JULY 2018 AND 2017

Stated in Canadian Dollars

TABLE OF CONTENTS

Management's Responsibility i

Independent Auditor's Report ii

Consolidated Statements of Financial Position 1

Consolidated Statements of Loss and Comprehensive Loss 2

Consolidated Statement of Changes in Equity 3

Consolidated Statements of Cash Flows 4

1) Nature of operations and going concern 5
2) Basis of preparation – Statement of Compliance 6
3) Summary of significant accounting policies 6
4) New accounting standards that are not yet effective 12
5) Critical accounting judgments and key sources of estimation uncertainty 12
6) Financial instruments and risk management 14
7) Property and equipment 17
8) Exploration and evaluation assets 18
9) Promissory note receivable 21
10) Convertible debenture 22
11) Share capital 23
12) Related party transactions 28
13) Deferred income Tax 29
14) Capital management 30
15) Subsequent event 31

MANAGEMENT'S RESPONSIBILITY

To the Shareholders of Angkor Gold Corp.:

Management is responsible for the preparation and presentation of the accompanying audited consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors and the Audit Committee are composed primarily of directors who are neither management nor employees of the Company. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information presented. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and the external auditors. The Audit Committee has the responsibility of meeting with management, and the external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Board is also responsible for recommending the appointment of the Company's external auditors.

We draw attention to Note 1 in the consolidated financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

PricewaterhouseCoopers LLP, an independent firm of Chartered Professional Accountants, is appointed by the shareholders to audit the consolidated financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with the Board of Directors, Audit Committee, and management to discuss their audit findings.

The audited consolidated financial statements were approved by the Board of Directors on 27 November 2018 and were signed on its behalf by:

"Stephen Burega"	"Grant T. Smith"
Stephen Burega, CEO	Grant T. Smith, CFO

November 28, 2018

Independent Auditor's Report

To the Shareholders of Angkor Gold Corp.

We have audited the accompanying consolidated financial statements of Angkor Gold Corp. and its subsidiaries, which comprise the consolidated statements of financial position as at July 31, 2018 and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the year then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

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

Auditor's responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7
T: +1 604 806 7000, F: +1 604 806 7806

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Angkor Gold Corp. and its subsidiaries as at July 31, 2018 and their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of matter
Without qualifying our opinion, we draw attention to note 1 in the consolidated financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other matter
The consolidated financial statements of Angkor Gold Corp. and its subsidiaries for the year ended July 31, 2017, were audited by another auditor who expressed an unmodified opinion on those financial statements on November 27, 2017.

PricewaterhouseCoopers LLP

Chartered Professional Accountants

ANGKOR GOLD CORP.

Canadian Dollars

Statement 1

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	As at 31 July 2018	As at 31 July 2017
ASSETS			
Current Assets			
Cash		**$ 645,854**	$ 246,396
Amounts receivable		**162,508**	58,520
Prepaid amounts and deposits		**181,056**	139,266
Current portion of promissory note receivable	(9)	**-**	149,820
		989,418	594,002
Non-Current Assets			
Promissory note receivable	(9)	**-**	374,550
Long-term prepaid amounts		**52,788**	66,525
Property and equipment	(7)	**92,809**	99,372
Exploration and evaluation assets	(8)	**6,125,262**	6,124,273
		6,270,859	6,664,720
		$ 7,260,277	$ 7,258,722
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		**$ 573,611**	$ 325,884
Due to related parties	(12)	**476,994**	890,085
		1,050,605	1,215,969
Non-Current Liabilities			
Convertible debenture	(10)(12)	**956,697**	-
		2,007,302	1,215,969
EQUITY			
Share capital	(11)	**32,456,925**	31,812,041
Equity portion of convertible debenture	(10)(12)	**72,742**	-
Contributed surplus - options	(11)	**2,575,373**	2,549,373
Contributed surplus - warrants	(11)	**588,564**	529,005
Accumulated other comprehensive income		**1,278,139**	909,441
Deficit		**(31,718,768)**	(29,757,107)
		5,252,975	6,042,753
		$ 7,260,277	$ 7,258,722

Nature of operations and going concern (1)

The audited consolidated financial statements were approved by the Board of Directors on 27 November 2018 and were signed on its behalf by:

"Mike Weeks" *"Terry Mereniuk"*

Mike Weeks, Director Terry Mereniuk, Director

—The accompanying notes form an integral part of the audited consolidated financial statements—

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	Note	**Year Ended 31 July 2018**	Year Ended 31 July 2017
EXPENSES			
Exploration and evaluation			
Geological consulting fees		**$ 7,800**	$ 77,162
Camp costs		**103,748**	108,063
License fees		**-**	208,470
		111,548	393,695
General and administrative			
Salaries, wages and benefits	(12)	**527,804**	662,858
Professional and consulting fees	(12)	**392,561**	567,539
Office and travel		**386,481**	312,609
Investor relations and other		**191,681**	171,070
Social development	(12)	**64,325**	87,099
Filing fees		**39,986**	35,661
Amortization	(7)	**33,295**	39,291
Share-based compensation	(12)	**26,000**	335,000
Interest and banking costs		**7,333**	9,611
		1,781,014	2,614,433
Other expenses			
Loss on settlement of promissory note	(9)	**131,026**	-
Foreign exchange loss		**33,904**	36,972
Accretion and interest expense on convertible debenture	(10)	**15,717**	-
Write down of exploration and evaluation assets	(8)	**-**	651,807
NSR Buy back expense	(8)	**-**	351,547
		180,647	1,040,326
(Loss) before taxes		**(1,961,661)**	(3,654,759)
Net (loss) after taxes		**(1,961,661)**	(3,654,759)
Other Comprehensive income (loss)			
Foreign operations – foreign currency translation differences		**368,698**	(286,440)
Comprehensive (Loss)		**$ (1,592,963)**	$ (3,941,199)
Basic and Diluted (Loss) per Common Share		**$ (0.02)**	$ (0.04)
Weighted Average Number of Shares Outstanding		**105,215,136**	100,209,629

—The accompanying notes form an integral part of the audited consolidated financial statements—

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital	Amount	Subscriptions Receivable	Equity Portion of Convertible Debenture	Warrant Reserve	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Shareholders' Equity
BALANCE AS AT 1 AUGUST 2016	96,481,754$	29,063,028 $	(783,000)$	-	$ 529,005$	2,453,023$	1,195,881$	(26,102,348)$	6,355,589
Share-based compensation	-	-	-	-	-	335,000	-	-	335,000
Other comprehensive loss	-	-	-	-	-	-	(286,440)	-	(286,440)
Net loss for the year	-	-	-	-	-	-	-	(3,654,759)	(3,654,759)
Shares issued to settle AP	589,164	235,665	-	-	-	-	-	-	235,665
Subscriptions received	-	-	783,000	-	-	-	-	-	783,000
Private placement	1,506,250	482,000	-	-	-	-	-	-	482,000
Shares issued on options exercised	1,110,000	277,500	-	-	-	-	-	-	277,500
Shares issued for NSR	3,810,625	1,524,250	-	-	-	-	-	-	1,524,250
Share issuance costs	-	(9,052)	-	-	-	-	-	-	(9,052)
Fair value transfer on options	-	238,650	-	-	-	(238,650)	-	-	-
BALANCE AS AT 31 JULY 2017	103,497,793$	31,812,041 $	-$	-	$ 529,005$	2,549,373$	909,441$	(29,757,107)$	6,042,753
Private placement	**2,482,750**	**657,151**	**-**	**-**	**33,292**	**-**	**-**	**-**	**690,443**
Share issuance costs	**-**	**(12,267)**	**-**	**-**	**320**	**-**	**-**	**-**	**(11,947)**
Equity portion of convertible debenture	**-**	**-**	**-**	**72,742**	**-**	**-**	**-**	**-**	**72,742**
Warrants issued for convertible debenture	**-**	**-**	**-**	**-**	**25,947**	**-**	**-**	**-**	**25,947**
Share-based compensation	**-**	**-**	**-**	**-**	**-**	**26,000**	**-**	**-**	**26,000**
Other comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**	**368,698**	**-**	**368,698**
Net loss for the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,961,661)**	**(1,961,661)**
BALANCE AS AT 31 JULY 2018	**105,980,543$**	**32,456,925 $**	**-$**	**72,742**	**$ 588,564$**	**2,575,373$**	**1,278,139$**	**(31,718,768)$**	**5,252,975**

—The accompanying notes form an integral part of the audited consolidated financial statements—

Consolidated Statements of Cash Flows

	Note	Year Ended 31 July 2018	Year Ended 31 July 2017
Operating Activities			
(Loss) for the Year		**$ (1,961,661)**	$ (3,654,759)
Items not Affecting Cash			
Amortization	(7)	**33,295**	39,291
Loss on settlement of debt	(9)	**131,026**	-
Share-based compensation		**26,000**	335,000
Foreign exchange income (loss)		**16,893**	27,415
Accretion expense		**5,386**	-
Write down of exploration and evaluation assets	(8)	**-**	651,807
NSR buy-back expense	(8)	**-**	351,547
Non-cash bonus paid		**-**	76,250
		212,600	1,481,310
		(1,749,061)	(2,173,449)
Net Change in Non-cash Working Capital			
Amounts receivable		**(103,988)**	(28,470)
Prepaid amounts and other assets		**(28,053)**	(197,659)
Accounts payable and accrued liabilities		**(165,364)**	(125,666)
Cash (Used in) Operating Activities		**(2,046,466)**	(2,525,244)
Investing Activities			
Purchases of property and equipment	(7)	**(23,107)**	(23,841)
Advancement of exploration and evaluation assets	(8)	**(1,704,950)**	(844,293)
Proceeds from option agreements	(11)	**1,992,760**	1,400,479
Cash (Used in) Provided by Investing Activities		**264,703**	532,345
Financing Activities			
Issuance of shares, net of share issuance costs	(11)	**678,496**	472,948
Proceeds from promissory note	(9)	**406,940**	105,896
Proceeds from convertible debenture	(10)	**1,050,000**	-
Proceeds from options exercised	(11)	**-**	49,900
Proceeds from subscriptions received	(11)	**-**	783,000
Cash Provided by Financing Activities		**2,135,436**	1,411,744
Effects of currency translation on cash and cash equivalents		**45,785**	(58,608)
Net Increase (Decrease) in Cash		**399,458**	(639,763)
Cash position – beginning of year		**246,396**	886,159
Cash Position – End of Year		**$ 645,854**	$ 246,396
Supplementary Disclosure of Non-cash Investing and Financing Activities			
Accounts payable included in exploration and evaluation assets		**$ 384,546**	$ 200,894
Accounts payable settled by shares		**-**	387,015
Shares issued for NSR		**-**	1,524,050
Fair value transfer on option exercises		**-**	238,650

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1) Nature of operations and going concern

Angkor Gold Corp. ("Angkor" or the "Company"), was incorporated under the laws of the Province of British Columbia, Canada on 16 October 2008. The Company, together with its subsidiaries, is principally engaged in the exploration of its mineral property interests. Currently, the Company focuses on mineral property interests located in the Kingdom of Cambodia in the provinces of Ratanakiri and Mondolkiri. The registered address of the Company is Box 153, Sexsmith, Alberta, T0H 3C0. The Company commenced trading as a Tier 2 mining issuer on the TSX Venture Exchange (the "Exchange") on 19 October 2011 under the trading symbol "ANK".

These consolidated financial statements (the "Financial Statements") have been prepared on the basis of the accounting principles applicable to a going concern, which assumes the Company's ability to continue in operation for the foreseeable future and to realize its assets and discharge its liabilities in the normal course of operations.

There are several adverse conditions that may cast substantial doubt upon the Company's ability to continue as a going concern. The Company has negative working capital (shown on the table below), has incurred operating losses since inception, has no source of revenue, is unable to self-finance operations and has significant on-going cash requirements to meet its overhead requirements and maintain its mineral interests.

	31 July 2018	31 July 2017
Working capital (deficit)	**$ (61,187)**	$ (621,967)
Accumulated deficit	**$ (31,718,768)**	$ (29,757,107)

Further, the business of mining and exploration involves a high degree of risk and there can be no assurance that current or future exploration programs will result in profitable mining operations. The recoverability of intangible exploration and evaluation assets is dependent upon several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of mineral properties. For the Company to continue to operate as a going concern it must obtain additional financing; although the Company has been successful in the past at raising funds, there can be no assurance that this will continue in the future.

These factors indicate a material uncertainty that casts significant doubt over the Company's ability to continue as a going concern.

If the going concern assumption were not appropriate for these Financial Statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the Consolidated Statement of Financial Position classifications used and such adjustments could be material.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2) Basis of preparation – Statement of Compliance

These Financial Statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Financial Statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The policies set out were consistently applied to all the years presented unless otherwise noted below. The preparation of the consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

3) Summary of significant accounting policies

a) Basis of presentation

These Financial Statements incorporate the financial statements of the Company and the entities controlled by the Company, which consist of:

- Angkor Gold Corp. (Cambodia) Co., Ltd ("AGC"), which was incorporated in the Kingdom of Cambodia, owned 100% by the Company.
- Prairie Pacific Mining Corp. ("PPMC Canada"), which was incorporated in Canada, owned 100% by the Company.
- Liberty Mining International Pty Ltd. ("Liberty"), which was incorporated in the Kingdom of Cambodia, owned 100% by the Company.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

b) Foreign Currency

The Company's presentation currency is the Canadian dollar ("$"). The functional currency for the Company, PPMC Canada and Liberty, being the currency of the primary economic environment in which the entity operates, is the Canadian dollar. The functional currency of AGC is the US dollar ("US$").

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "Functional Currency"). Foreign currency transactions are translated into the Functional Currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the Functional Currency of an entity are recognized in profit or loss in the year in which the gain or loss arises.

Assets and liabilities of operations with a Functional Currency other than the Canadian dollar are translated at the year-end rates of exchange, and the results of its operations are translated at average rates of exchange for the year. The resulting translation adjustments are recognized in other comprehensive income. Additionally, foreign exchange gains and losses related to certain intercompany amounts that are neither planned nor likely to be settled in the foreseeable future are included in other comprehensive income.

c) Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the consolidated statement of comprehensive income (loss), except to the extent that it relates directly to equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates and laws enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured on a non-discounted basis using the enacted or substantively enacted tax rates at the end of the year, and which are expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the year that enactment or substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

d) Income (Loss) per share

Basic income (loss) per share is computed by dividing the net income (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting year. Diluted income (loss) per share is computed similar to basic income (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

e) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held with banks, and redeemable term deposits. Where term deposits held with banks have a maturity in excess of three months, but are redeemable without principal penalty, they will be classified as cash equivalents. There are no cash equivalents as at 31 July 2018 and 2017.

f) Financial instruments

All financial instruments are recognized when the Company becomes party to the contract and measured, initially, at fair value on the consolidated statement of financial position. Fair value at initial recognition is adjusted for transaction costs, except for those financial instruments at fair value through profit or loss where the transactions costs are expensed in profit or loss. The Company has classified each financial instrument into the following categories: “fair value through profit or loss”, “loans and receivables”, and “other liabilities”. Subsequent measurement of the financial instruments is based on their respective classification. Unrealized gains and losses on fair value through profit or loss instruments are recognized in profit or loss. The other categories of financial instruments are recognized at amortized cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash flows over the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. The Company had made the following classifications:

Financial Asset or Liability	Category
Cash	Loans and receivables
Amounts receivable (excluding GST and VAT receivables)	Loans and receivables
Promissory note receivable	Loans and receivables
Deposits	Loans and receivables
Accounts payable and accrued liabilities	Other liabilities
Net smelter return buy-back option	Other liabilities

Impairment of financial assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

De-recognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Interest, dividends, losses, and gains relating to financial liabilities are recognized in profit or loss in interest and banking costs.

g) Property and equipment

Property and equipment are initially recorded at cost and subsequently carried at cost less any accumulated depreciation and accumulated impairment losses. Depreciation is provided, on a declining balance basis, using the rates intended to amortize the cost of assets over their estimated useful lives.

Property and Equipment	Rate
Vehicles	30%
IT Equipment	55%
Mining Equipment	25%
Tools & Other	20%

An item of property and equipment is derecognized upon disposal, when held for sale, or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the consolidated statements of comprehensive income and loss.

h) Exploration and evaluation assets

Exploration and evaluation assets include activities directly related to exploration and evaluation activities such as acquisition costs, exploration drilling, trenching, sampling, and activities in relation to evaluating the technical feasibility and commercial viability of extracting a mineral resource. All other activities are expensed during the year. Subsequent to initial recognition, exploration and evaluation assets are carried at cost less any accumulated impairment losses.

The capitalized exploration and evaluation expenditures will be amortized against revenue from future production or written off if the area of interest is abandoned or sold. Costs incurred before the Company has obtained legal rights to explore the area are recognized in profit or loss.

The amounts shown for exploration and evaluation expenditures represent costs incurred to date, less recoveries, and do not necessarily reflect present or future values. The amounts are classified as intangible assets.

Indicators of impairment of exploration and evaluation assets are assessed at each reporting period. If an indicator of impairment exists to suggest that the technical feasibility and commercial viability of the project is in question, and facts and circumstances suggest the carrying amount exceeds the recoverable amount, the carrying value of the exploration and evaluation assets will be written down to the estimated recoverable amount.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

i) Impairment of non-financial assets

At the end of each reporting period, the carrying amounts of the Company's assets, including exploration and evaluation assets, are reviewed to determine whether there is any indication the assets are impaired. The Company uses external factors, such as changes in expected future prices, costs and other market factors to assess for indication of impairment. If any such indication exists an estimate of the asset’s recoverable amount is calculated, being the higher of fair value less direct costs to sell and the asset’s value in use.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged to the consolidated statements of comprehensive income and loss so as to reduce the carrying amount in the consolidated statements of financial position to its recoverable amount.

Fair value is determined as the amount that would be obtained from the sale of assets in an arm’s length transaction between knowledgeable and willing parties. Fair values for mineral assets are generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including its eventual disposal, using assumptions that an independent market participant may take into account. These cash flows are discounted by a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, to arrive at a net present value of the asset.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. Value in use is

determined by applying assumptions specific to the Company's continued use and cannot take into account future development.

In testing for indications of impairment and performing impairment calculations, assets are considered as collective groups and referred as to cash generating units. Cash generating units are the smallest identifiable group of assets, liabilities, and associated goodwill that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

j) Share based payments

The fair value of share options granted to employees is recognized as an expense over the period during which the options vest with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date using the Black-Scholes Option-Pricing Model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

k) Convertible debentures

The liability, equity and other (when applicable) components of convertible debentures are presented separately on the statement of financial position, starting from initial recognition. The Corporation determines the carrying amount of the financial liability by discounting the stream of future payments at the prevailing market rate for a similar liability of comparable credit status and providing substantially the same cash flows. Subsequently, the liability component is then increased by accretion of the discounted amounts to reach the nominal value of the convertible debenture at maturity, which is recorded in the statement of (loss) income as finance cost.

The carrying amount of other components (when applicable), such as warrants, is obtained by deducting the nominal value of the debentures and the present value of future capital payments at the prevailing market rate for a convertible debenture without warrants. The carrying amount of the equity component is calculated by deducting the carrying amount of the financial liability and the carrying amounts of any other components (when applicable) from the amount of the convertible debenture, and is presented in Equity as an equity component of convertible debenture. The equity component is not re-measured subsequent to initial recognition, except on conversion or expiry.

The transaction costs are distributed between liability, equity and other components (when applicable), on a pro-rata basis according to their carrying amounts.

4) New accounting standards that are not yet effective

The following accounting standards have been issued by the International Accounting Standards Board ("IASB") but are not yet effective for the Company; both the effective date and the expected impact are noted, based on the information currently available.

a) IFRS 9, Financial Instruments

The IASB issued IFRS 9, which completes the replacement of IAS 39 Financial Instruments: Recognition and Measurement.

IFRS 9 introduces a new classification and measurement model for financial assets and liabilities, a more forward-looking impairment model based on expected credit losses and a substantially reformed hedge accounting model. The Company will adopt IFRS 9 on 1 August 2018 and will change the classification of financial instruments, but will not affect their measurement. The balance of the Company's financial assets are held at amortized cost, and will continue to do so under the IFRS 9 classification model. The Company has assessed that there will be no material reporting changes as a result of adopting the new standard, however, there will be enhanced disclosure requirements.

b) IFRS 15, Revenues from Contracts with Customers

The IASB issued IFRS 15, which will replace the following standards: IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets From Customers and SIC-31 Revenue - Barter Transactions Involving Advertising Services. The Company will adopt IFRS 15 on 1 August 2018 and does not expect that the adoption of IFRS 15 to have an effect on the Company's financial statements.

c) IFRS 16, Leases

IFRS 16 is a new standard that sets out the principle for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of lease as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. IFRS 16 is applicable to annual reporting periods beginning on or after 1 January 2019. The Company is in the process of determining the impact of this standard on the financial statements.

5) Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies management is required to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on

historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revisions affect only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

The following are the critical judgments and areas involving estimates, that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the consolidated financial statements.

a) 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 property 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; and
- Management's determination that there is no material restoration, rehabilitation, and environmental exposure, based on the facts and circumstances that existed during the period.

b) Critical accounting judgments:

Significant judgments about the future that management has made and other sources of judgment 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:

- Functional currency: The determination of the functional currency of AGC as the US dollar and the functional currency of the Company and other subsidiaries as the Canadian dollar.
- Going concern: The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances.

- Indications of impairment: Management assesses at least once per period whether the facts and circumstances surrounding the exploration and evaluation asset indicate that the carrying value of the properties exceed the recoverable amount. As the operating environment is still in exploration stage, the Company is reliant on management's industry expertise to consider various factors including, but not limited to, financial and human resources available, exploration budgets planned, importance and results of exploration work done previously, industry and economic trends as well as the price of minerals.

6) Financial instruments and risk management

a) Financial instrument classification and measurement

The Company holds various forms of financial instruments. The nature of these instruments and operations expose the Company to certain risks. The Company manages and monitors its exposure to these risks to ensure appropriate measures are implemented in a timely and effective manner.

As at 31 July 2018, there is no significant difference between the carrying values and fair values of the Company's financial instruments.

The Company classifies the fair value measurements according to the following hierarchy.

- Level 1 – quoted prices in active markets for identical financial instruments.
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

As at 31 July 2018, the Company does not have any financial instruments measured at fair value.

b) Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of other price risk, currency risk, and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. The Company's exposure to market risk is further disclosed below.

c) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is associated with cash, amounts receivable and promissory note receivable. Cash is held with reputable financial institutions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The amounts receivable which represent financial assets include accounts receivable from third parties. Based on currently available information, the Company anticipates full recoverability of amounts due on account.

The Company has procedures in place to minimize its exposure to credit risk. Management evaluates credit risk on an ongoing basis including counterparty credit rating and activities related to accounts receivable and promissory note receivable and other counterparty concentrations as measured by amount and percentage.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. In the management of liquidity risk, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. The Company is dependent on external financing and will be required to raise additional capital in the future to fund its operations (Note 1).

The contractual undiscounted future cash flows of the Company's significant non-derivative financial liabilities are as follows:

	31 July 2018	31 July 2017
Accounts payable and accrued liabilities	**$ 1,050,605**	$ 1,215,969

e) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to cash flow interest rate risk on the variable rate of interest earned on its cash. The cash flow interest rate risk on cash is insignificant as deposits are either short term or pay interest at rates of 1.2% or less. The Company does not hold any other financial assets or liabilities which incur interest. The fair value interest rate risk on the Company's other assets and liabilities are deemed to be insignificant.

The Company has not entered into any derivative instruments to manage interest rate fluctuations; however, management closely monitors interest rate exposure and the risk exposure is limited.

f) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company's major operating expenses and acquisition costs are denominated in U.S. dollars and a portion of the expenses of the Company are in Canadian dollars. The Company's corporate office is

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

based in Canada and the exposure to exchange rate fluctuations arises mainly on foreign currencies which are the U.S. dollar.

The Company is exposed to foreign exchange risk. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations; however, management monitors foreign exchange exposure and if rates continue to fall, management will look at entering into derivative contracts. Should the US dollar and Canadian dollar exchange rate have changed by 5% at the year end the impact to profit or loss would be +/- $15,000.

The Company's monetary assets and liabilities denominated in U.S. dollars are shown here in Canadian dollars:

		31 July 2018		31 July 2017
Cash	**$**	**612,237**	$	255,421
Accounts payable	**$**	**(310,455)**	$	(137,238)
Promissory note receivable	**$**	**-**	$	524,370

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7) Property and equipment

	Vehicles	IT Equipment	Mining Equipment	Tools & Other	Total
COST					
Balance as at 1 August 2016	$ 219,803	$ 33,076	$ 225,761	$ -	$ 478,640
FX adjustment	(9,633)	(1,451)	(9874)	-	(20,958)
Additions	19,062	3,198	1,581	-	23,841
Balance as at 31 July 2017	229,232	34,823	217,468	-	481,523
FX adjustment	**9,767**	**1,484**	**8,468**	**799**	**20,518**
Additions	**-**	**3,724**	**984**	**18,399**	**23,107**
Balance as at 31 July 2018	**$ 238,999**	**$ 40,031**	**$ 226,920**	**$ 19,198**	**$ 525,148**
AMORTIZATION					
Balance as at 1 August 2016	$ 168,587	$ 24,836	$ 167,448	$ -	$ 360,871
FX adjustment	(8,428)	(1,401)	(8,182)	-	(18,011)
Amortization	18,606	5,526	15,159	-	39,291
Balance as at 31 July 2017	178,765	28,961	174,425	-	382,151
FX adjustment	**7,906**	**1,305**	**7,539**	**143**	**16,893**
Amortization	**15,750**	**3,861**	**10,233**	**3,451**	**33,295**
Balance as at 31 July 2018	**$ 202,421**	**$ 34,127**	**$ 192,197**	**$ 3,594**	**$ 432,339**
CARRYING AMOUNTS					
As at 31 July 2017	$ 50,467	$ 5,862	$ 43,043	$ -	$ 99,372
As at 31 July 2018	**$ 36,578**	**$ 5,904**	**$ 34,723**	**$ 15,604**	**$ 92,809**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8) Exploration and evaluation assets

The Company has interests in five mineral properties as at 31 July 2018 and 2017:

	Oyadao South (OYS)	Oyadao (OY)	Banlung South (BLS)	Koan Nheak (KHN)	Andong Meas (ADM)	Banlung North (BLN)	Total
Balance as at 1 August 2016	$ 2,495,959	$ 623,990	$ 2,301,308	$ 701,988	$ 545,990	$ 701,988	$ 7,371,223
Additions	249,202	50,643	458,585	234,845	14,412	-	1,007,687
Funds received under option agreements	(673,355)	-	(727,124)	-	-	-	(1,400,479)
Write-down of exploration and evaluation assets	(26,474)	-	-	(26,474)	(26,474)	(572,385)	(651,807)
Adjustment on currency translation	(29,549)	(7,387)	(21,036)	(8,311)	(6,465)	(129,603)	(202,351)
Balance as at 31 July 2017	**$ 2,015,783**	**$ 667,246**	**$ 2,011,733**	**$ 902,048**	**$ 527,463**	**$ -**	**$ 6,124,273**
Additions	**1,293,927**	**7,683**	**330,631**	**54,614**	**18,095**	**-**	**1,704,950**
Funds received under option agreements	**(1,924,001)**	**-**	**-**	**(68,760)**	**-**	**-**	**(1,992,761)**
Adjustments on currency translation	**68,569**	**33,397**	**115,904**	**43,935**	**26,995**	**-**	**288,800**
Balance as at 31 July 2018	**$ 1,454,278**	**$ 708,326**	**$ 2,458,268**	**$ 931,837**	**$ 572,553**	**$ -**	**$ 6,125,262**

During the year ended 31 July 2017, the Company determined that performance bonds related to expired licenses were no longer recoverable. As a result, the Company has written off $105,896 (US$80,000), which was allocated evenly ($26,474) between Oyadao South (OYS), Koan Nheak (KHN), Andong Meas (ADM), and Banlung North (BLN).

On 16 March 2017, the Company announced it had successfully renewed five exploration licenses for an initial three year term with the option to extend a further four years. The exploration licenses include: Oyadao South (OYS), Oyadao (OY), Banlung South (BLS), Koan Nheak (KHN), and Andong Meas (ADM).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

a) Oyadao South (OYS)

Mesco Gold (Cambodia) Ltd. ("Mesco") Agreement:

On 20 February 2013, the Company sold to Mesco Gold (Cambodia) Ltd. ("Mesco") the rights to develop and mine the Company's Phum Syarung prospect located within its Oyadao South Concession in Ratanakiri Province, Cambodia. As per the Definitive Agreement, the Company was to retain a 10% Net Smelter Return ("NSR") (the "Mesco Return") (subsequently adjusted to a sliding scale NSR based on the gold price, see below) from all future production at the Phum Syarung prospect. As consideration for the prospect, Mesco paid the Company US$700,000 in cash and issued the Company a US$500,000 promissory note. The costs that had been capitalized to the portion of the license sold totalled US$503,355 and resulted in a gain on sale of the Phum Syarung prospect of $701,485 (US$696,645).

On 11 November 2013, the Company closed a Purchase Agreement with Mesco which extended their existing land package to include Angkor's Blue Lizard prospect. Angkor received US$700,000 in staged payments through 2013 – 2015 related to the 11 November 2013 agreement.

Angkor and Mesco agreed to amend the 10% Mesco Return and to introduce a 2%-7.5% sliding scale NSR on production from the expanded land package based on the price per ounce of gold.

In addition, the Company assigned 2.5% of the NSR to various individuals and subsequently purchased back the NSR option.

On 16 December 2016, the Company announced the completion of the buyback for an amount equal to 130% of the original purchase price of US$875,000 which was settled by the Company in common shares at the deemed price of $0.40 per share for a total of 3,810,625 common shares.

Japan Oil, Gas and Metals National Corporation ("JOGMEC") Agreement:

On 14 June 2016, the Company entered into a joint exploration agreement with JOGMEC to explore the Company's Oyadao South license. This agreement was for separate properties than those sold to Mesco. The agreement gives JOGMEC the option to acquire 51% of the Oyadao South license for a total investment of US$3 million in exploration expenditures over a three year period, subject to meeting a minimum expenditure of US$1 million at the end of each of 31 March 2018, 2019, 2020, respectively. In addition, a condition of the agreement was that the Company acquire a renewal or a new license with a minimum three year term. JOGMEC may accelerate its earn-in period by meeting the minimum expenditure of US$3 million at any time prior to 31 March 2019.

On 7 March 2017, the Company renewed the license for an initial three year term, with the option to extend a further four years.

As at 31 July 2018, the Company has received a total of $1,924,001 in funds over the life of the license and have incurred exploration expenses in excess of funds received in the amount of $1,317,140 relating to the Oyadao South property. JOGMEC having completed its first earn-in period must fund an

additional US$1 million prior to 31 March 2019 for its second earn-in period. The Company is the operator under the Joint Exploration Agreement ("JEA") with JOGMEC.

b) Oyadao (OY)

On 6 December 2015, the Company entered into an agreement with Mesco to explore Angkor's 100% owned Oyadao North tenement in Ratanakiri Province, Cambodia. The agreement gives Mesco the right to acquire an 85% participating interest in the Oyadao North project and license. The Commencement Date of the agreement is deemed to be the later of (i) the date of the agreement, (ii) date of receipt of the written confirmation from the Ministry of Mines and Energy of the Kingdom of Cambodia (as defined in the agreement) and (iii) the date of the fully executed amendment to the Amended and Restated NSR agreement between Mesco and the Company described above.

Mesco is entitled to its participating interest from the Commencement Date, in return for which Mesco will (i) pay all liabilities and perform all obligations under the license post Commencement Date, (ii) pay all Expenditures (as defined in the agreement) post Commencement Date and (iii) make minimum Expenditure payments of $250,000 for each of five years post Commencement Date subject to certain maximum amounts as detailed in the agreement.

The commencement date has not occurred as of the financial statement date, and Mesco has not sufficiently completed the requirements to earn its participating interest. The Company's agreement with Mesco has been terminated.

c) Banlung South (BLS)

Blue River Resources Ltd. ("Blue River") Agreement:

On 3 May 2016, the Company entered into an agreement with Blue River to explore Angkor's Banlung tenement in Ratanakiri Province, Cambodia. The agreement gave Blue River the right to acquire up to a 70% interest in the Banlung license. Blue River had the right to participate in up to a 50% interest in the Banlung license after the completion of a total investment of US$3.5 million in exploration expenditures as well as an option for an additional 20% interest of the Banlung tenement.

On 13 November 2017, the Company announced the termination of the Company's earn-in exploration agreement with Blue River on Angkor's wholly-owned Banlung License, which includes the Okalla East and Okalla West Prospects for failing to meet its financial obligations under the agreement.

The Company received $nil (31 July 2017 - $727,124) from Blue River which was recorded against the exploration and evaluation asset base for the Banlung South property.

d) Koan Nheak (KHN)

Emerald Resources NL ("Emerald") and Renaissance Minerals (Cambodia) Ltd. ("Renaissance") Agreement:

On 12 July 2017, the Company entered into a Definitive Earn-In-Agreement with Australian based gold company, Emerald on the Company's wholly owned Koan Nheak property in north-eastern Cambodia.

The agreement terms include a total investment by Emerald's subsidiary, Renaissance, for US$2 million in exploration and development expenditures plus a US$200,000 cash payment to the Company over a 2 year period for them to acquire a 51% participating interest in the Koan Nheak license.

Upon completion of the initial earn in option, Renaissance has the right to acquire an additional 29% participating interest. After that, the Company will maintain a 20% participating interest in the property, or at the Company's discretion, can convert it to a 3.5% Net Smelter Return on all metals.

On 20 September 2017, the Company received the approval of the Cambodian Ministry of Mines and Energy to proceed with its joint project with Renaissance on Angkor's wholly-owned Koan Nheak property. This approval allows Angkor and Renaissance to proceed with their joint exploration plans of Koan Nheak under their Definitive Earn-In Agreement dated 12 July 2017.

The Company received $68,760 (USD $52,823) from Renaissance with the remaining US$147,177 to be received in the upcoming year. The payment has been recorded against the exploration and evaluation asset base for the Koan Nheak property.

e) Banlung North (BLN)

On 6 March 2017, the Company determined no further work was warranted on the Banlung North property and as a result, dropped the property from its holdings and no longer owns any interest in the property. As a result of this management assessment, the Company in 2017 wrote off accumulated costs pertaining to that property in the amount of $545,911 in accordance with the Company's accounting policy.

9) Promissory note receivable

As part of the agreement dated 20 February 2013 with Mesco, the Company received a note of US$500,000 from the sale of the Phum Syarung Prospect for US$1,900,000 (Note 8a); the promissory note was unsecured and bore no interest.

During the year ended 31 July 2017, the Company agreed to amend the payment terms of the note receivable so that it could be paid in scheduled installments. The initial installment payment of US$50,000 was due on 25 March 2017, with additional payments of US$30,000 due every three months thereafter until the promissory note was retired, or earlier if an amended mining license was issued or Mesco began processing ore at Phum Syarung. The payments were received during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

During the year ended 31 July 2018, the Company renegotiated a final payment of $406,940 (US$317,500) for the promissory note, of which $38,451 (US$30,000) was received on 22 November 2017, and $368,489 (US$287,500) was received on 29 December 2017. The remaining balance of $131,026 (US$102,500) was written off as part of the final settlement.

10) Convertible debenture

During the year ended 31 July 2018, the Company closed a financing transaction for a total of $1,050,000. The Company issued convertible notes of $550,000 and 2,200,000 warrants in connection with the first tranche, then in a second tranche, issued convertible notes of $50,000 and 200,000 warrants, and finally, in a third tranche, issued convertible notes of $450,000 and 1,800,000 warrants.

The convertible debentures ("Debentures") have a three year term and bear interest at the rate of six percent (6.00%) per annum if paid in cash or ten percent (10%) per annum if paid by common shares. They mature on 29 April 2021 (the "term"). At the option of the Debenture holder, interest payments may be made in cash or in the form of common shares at an issue price equal to the market price at the time of settlement. At the end of the term, the holders will have the option to convert the principal amount into common shares in the capital of the Company at a conversion price of $0.25 per share, or the Company will repay the outstanding principal in cash. The Debentures also consist of a detachable warrant exercisable for a common share in the Company at $0.30 for a period 3 years from the issue dates: 29 April 2018, 22 May 2018, and 12 July 2018. The debt is a direct unsecured obligation with no specified claim on assets.

The carrying amount of warrants is obtained by deducting the nominal value of the debentures and the present value of future capital payments at the prevailing market rate for a convertible debenture without warrants. See Note 12 for more details.

ALLOCATION OF FAIR VALUE		Amount
Initial Fair Value of Debt Component	$	951,311
Equity value of conversion rights		72,742
Fair value of warrants issued		25,947
Fair Value Allocated as at 31 July 2018	**$**	**1,050,000**
Initial Fair Value of Debt Component	**$**	**951,311**
Accretion expense		5,386
Convertible Debenture as at 31 July 2018	**$**	**956,697**

DEBENTURE INTEREST AND ACCRETION EXPENSE	Amount	Interest expense	Accretion Expense	Total
Principal Balance by Tranche				
29 April 2018	**$ 550,000**	**$ 8,424**	**$ 4,390**	**$ 12,814**
22 May 2018	**50,000**	**576**	**300**	**876**
13 July 2018	**450,000**	**1,332**	**695**	**2,027**
Total	**$ 1,050,000**	**$ 10,331**	**$ 5,386**	**$ 15,717**

11) Share capital

a) Authorized:

Unlimited common shares without par value.

b) Issued or allotted and fully paid:

See Consolidated Statements of Changes in Equity (Statement 3) for further detail.

	Number of Shares	Amount
Balance as at 31 July 2016	96,481,754	$ 29,063,028
Shares issued upon exercise of options	1,110,000	516,150
Shares issued for NSR buy-back (Note 8a)	3,810,625	1,524,250
Private placement – net of share issuance costs	1,506,250	472,948
Shares issued to settle amount payable	589,164	235,665
Balance as at 31 July 2017	103,497,793	$ 31,812,041
Private placement - net of share issuance costs	**2,482,750**	**644,884**
Balance as at 31 July 2018	**105,980,543**	**$ 32,456,925**

<u>During the year ended 31 July 2017:</u>

On 19 October 2016, 1,110,000 common shares were issued upon exercise of options with an exercise price of $0.25 per option for a value of $277,500. Of the value of $277,500, the Company received $49,900 cash, $76,250 was in lieu of cash bonuses for certain Cambodian employees, and $151,350 was used to settle accounts payable. Upon exercise of the options, $238,650 in contributed surplus was allocated to share capital. The market price per share on the date of exercise was $0.43.

On 16 December 2016, the Company issued 3,810,625 common shares of the Company with a value of $1,524,250 to complete the NSR buy-back.

On 11 April 2017, the Company completed a non-brokered private placement for 1,506,250 shares at $0.32 per share for gross proceeds of $482,000. The Company incurred $9,052 in share issuance costs. Of the total shares, 337,500 were purchased by management of Angkor.

On 26 June 2017, the Company issued 589,164 common shares to the CEO at $0.40 per share to settle $235,665 in accounts payable. The amount settled represented 80% of $294,582 in salary due to him as CEO. See Note 12, related party transactions, for more details.

During the year ended 31 July 2018:

On 3 October 2017, the Company closed a non-brokered private placement for 1,900,000 Units at $0.30 per unit for gross proceeds of $570,000. Each Unit consists of one common share, and one full non-transferable share purchase warrant. Each full warrant entitles the holder to acquire one common share at an exercise price of $0.35 for a period of 24 months from the closing date of the private placement. The Company incurred $8,375 in in share issuance costs, of which $320 was attributed to the 20,000 finder's warrants. The value of $29,400 ascribed to the warrants was determined on a residual value basis. Of the total, 273,340 Units were purchased by management of the Company. Total quantity of Units issued in lieu of cash payment was 81,000 with a value of $24,300.

On 20 April 2018, the Company closed a private placement of 582,750 Units each at a price of $0.20 per Unit for gross proceeds of $116,550. Each Unit consists of one common share in the capital of the Company and one transferable warrant, with each warrant entitling the holder to purchase one additional Common Share at a price of $0.25 per common share for a period of two years and are subject an acceleration clause. Ascribed to the warrants using the Black-Scholes method was a fair value of $3,982.

c) Summary of stock option activity

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of common shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 10% of the number of issued shares of the Company at the time of the granting of the options. Options granted under the Plan will have a maximum term of ten years. The exercise price of options granted under the Plan will be fixed by the Board of Directors at the time the option is granted, provided however that the exercise price complies with the requirements of the Exchange. According to the 2010 stock option plan, the vesting periods of options granted under the plan may vary at the discretion of the Board of Directors, subject to regulatory approval.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Stock option activities during the year ended 31 July 2018 and 2017 are as follows:

STOCK OPTION ACTIVITY	31 July 2018		Weighted Average Exercise Price	31 July 2017		Weighted Average Exercise Price
Balance – beginning of year	**7,047,000**	**$**	0.39	4,559,000	$	0.38
Granted	**-**		-	4,290,000		0.36
Expired	**(485,000)**		0.41	(692,000)		0.32
Exercised	**-**		-	(1,110,000)		0.25
Balance – end of year	**6,562,000**	**$**	0.39	7,047,000	$	0.39

Details of stock options outstanding as at 31 July 2018 and 2017 are as follows:

Date of Grant	Expiry Date		Exercise Price	31 July 2018 Outstanding	31 July 2018 Exercisable	31 July 2017 Outstanding
4 December 2012	4 December 2017	$	0.33	**-**	**-**	235,000
13 April 2015	13 April 2020	$	0.45	**272,000**	**272,000**	272,000
7 August 2015	7 August 2017	$	0.49	**-**	**-**	250,000
14 June 2016	14 June 2021	$	0.45	**2,000,000**	**2,000,000**	2,000,000
11 April 2017	11 April 2022	$	0.38	**2,990,000**	**2,990,000**	2,990,000
18 July 2017	18 July 2022	$	0.30	**1,000,000**	**1,000,000**	1,000,000
18 July 2017	18 July 2022	$	0.30	**300,000**	**300,000**	300,000
		$	0.39	**6,562,000**	**6,562,000**	7,047,000

The outstanding options have a weighted average remaining life of 3.42 years (31 July 2017 – 4.13 years).

d) Warrants

Warrant activities during the year ended 31 July 2018 and 2017 are as follows:

WARRANTS	Outstanding as at 31 July 2018		Weighted Average Exercise Price	Outstanding as at 31 July 2017		Weighted Average Exercise Price
Balance – beginning of year	**1,563,000**	**$**	**0.50**	1,563,000	$	0.50
Issued	**6,702,750**		**0.31**	-		-
Balance – end of year	**8,265,750**	**$**	**0.42**	1,563,000	$	0.50

<u>During the year ended 31 July 2017:</u>

On 2 May 2017, the TSX Venture Exchange accepted the Company's request to extend the expiry date of 1,563,000 common share purchase warrants by twelve months that were issued as part of a non-brokered private placement completed by the Company in July 2016. The new expiry date is 1 May 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

During the year ended 31 July 2018:

On 3 October 2017, the Company closed a non-brokered private placement issuing 1,920,000 warrants that entitle the holder to acquire one common share at an exercise price of $0.35 for a period of 24 months from the closing date of the private placement.

On 1 May 2018, the Company closed a non-brokered private placement issuing 582,750 warrants that entitle the holder to acquire one common share at an exercise price of $0.25 for a period of 24 months from the closing date of the private placement.

On 9 May 2018, the company issued a convertible note for $550,000 and 2,200,000 warrants in connection with this first tranche. On 16 July 2018, the Company issued the second tranche of the convertible notes for $50,000 along with the 20,000 warrants, and finally, in a third tranche, issued convertible notes of $450,000 and 1,800,000 warrants. The warrants are exercisable at $0.30 for a period of 3 years from the issue date.

On 21 July 2018, the Company announced that the expiry date for the 1,563,000 common share warrants previously extended to expire on 1 Jul 2018 have been extended to 29 July 2020. The warrants have been revalued with $nil being recognized in the current period. All other terms and conditions of the warrants remain unchanged.

The fair value of the warrants to be recognized has been estimated using the Black-Scholes Model with the following weighted-average assumptions:

	First Tranche	Second Tranche[i]
Risk free interest rate	2.07%	2.03%
Expected dividend yield	0.00%	0.00%
Stock price	$ 0.30	$ 0.30
Expected stock price volatility (calculated monthly)	39%	33%
Expected warrant life in years	3 years	3 years
Forfeiture rate	0%	0%

[i] Warrants for the second tranche of the convertible note and warrants for the third tranche of the convertible notes were issued together.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

e) Share-based payments

During the year ended 31 July 2018, the Company granted Nil incentive stock options to its directors, officers, and consultants (31 July 2017 – 4,290,000)

		31 July 2018		31 July 2017
Total Options Granted		-		4,290,000
Average exercise price	**$**	**-**	$	0.36
Estimated fair value of compensation	**$**	-	$	335,000
Estimated fair value per option	**$**	**-**	$	0.09

During the year ended 31 July 2018, the Company vested 300,000 incentive stock options to its directors, officers, and consultants (31 July 2017 – 3,990,000) and recognized share-based payments on vested options as follows:

		31 July 2018		31 July 2017
Total Options Vested		**300,000**		3,990,000
Average exercise price	**$**	**0.30**	$	0.36
Estimated fair value of compensation	**$**	**26,000**	$	335,000
Estimated fair value per option	**$**	**0.09**	$	0.09

The fair value of the stock-based compensation of options to be recognized in the accounts has been estimated using the Black-Scholes Model with the following weighted-average assumptions:

		31 July 2018		31 July 2017
Risk free interest rate		**1.48%**		1.20%
Expected dividend yield		**0.00%**		0.00%
Stock price	**$**	**0.28**	$	0.31
Expected stock price volatility (calculated monthly)		**36%**		33%
Expected option life in years		**5 years**		5 years
Forfeiture rate		**0%**		0%

The Black-Scholes Option Pricing Model was created for use in estimating the fair value of freely tradable, fully transferable options. Volatility was determined using historical stock prices. The Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the highly subjective input assumptions can materially affect the calculated values, management believes that the accepted Black-Scholes model does not necessarily provide a reliable measure of the fair value of the Company's stock option awards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Transactions and balances with related parties are as follows:

RELATED PARTY DISCLOSURE – KEY MANAGEMENT PERSONNEL

Name and Principal Position	Year	Remuneration or fees[(i) (ii)]	Share based payments[(i)]	Amounts Payable[(i)]
Mike Weeks, Executive Chairman	**2018**	**$ 70,000**	**$ -**	**$ 815,004**
	2017	$ 114,000	$ 31,391	$ 522,298
Delayne Weeks, VP of Social Development	**2018**	**$ 61,620**	**$ -**	**$ 66,416**
	2017	$ 45,000	$ 24,783	$ 313,283
Clearline CPA, a company of which Grant T. Smith, CFO is a director	**2018**	**$ 54,000**	**$ 26,000**	**$ 7,560**
	2017	$ 9,000	$ -	$ 9,450
JP Dau, President	**2018**	**$ 103,421**	**$ -**	**$ 33,014**
	2017	$ 90,229	$ 37,794	$ 24,554
Stephen Burega, CEO	**2018**	**$ 91,000**	**$ -**	**$ 5,000**
	2017	$ 84,000	$ 34,274	$ 20,500
Terry Mereniuk, Interim CFO	**2018**	**$ -**	**$ -**	**$ -**
	2017	$ 40,470	$ 35,513	$ -
Ken Booth, Director	**2018**	**$ -**	**$ -**	**$ -**
	2017	$ -	$ 29,183	$ -
Rhonda Hewko, Director	**2018**	**$ -**	**$ -**	**$ -**
	2017	$ -	$ 29,183	$ -

(i) For the years ended 31 July 2018 and 2017.

(ii) Amounts disclosed were paid or accrued to the related party.

The total key management personnel compensation during the year ended 31 July 2018 was $406,041 out of $527,804 (2017 - $604,820), represented by fees of $380,041 (2017 - $382,699), and $26,000 (2017 - $222,121) in share based payments.

On 23 September 2017, the Company received a non-interest bearing loan in the amount of $55,000 from the Company's Executive Chairman. The loan has been repaid during the year ended 31 July 2018.

On 26 June 2017, the Company issued 589,164 common shares to the Executive Chairman at $0.40 per share to settle $235,665 in accounts payable. The amount settled represented 80% of $294,582 in salary payable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

On 13 July 2018, the Company received a convertible note totaling $450,000 from the Company's Executive Chairman. The notes have a three-year term and bear interest at the rate of six percent per annum if paid in cash or ten percent per annum if paid by common shares. At the option of the holder, at any time prior to the end of the three-year term, the convertible notes and unpaid interest can be converted to common shares in the capital of the Company at $0.25 per share. The notes also consist of 1,800,000 detachable warrants, each warrant can be exercised for common a share at $0.30 for a period of three years from the issue date.

The transactions with related parties were in the normal course of operations, which is the amount of consideration established and agreed to by the related parties. There are no set terms of repayment for the balances owed to the related parties.

13) Deferred income Tax

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

		31 July 2018		**31 July 2017**
Loss for the year	**$**	**(1,961,661)**	$	(3,654,759)
Expected income tax recovery at statutory rate of 27% (2017 - 26%)	**$**	**(511,601)**	$	(950,237)
Non-deductible share-based payments		**4,116**		87,100
Share issuance costs booked to equity		**(2,453)**		(2,354)
Permanent differences, changes in estimates and other		**2,790**		241,250
Changes and differences in tax rates		**55,107**		(72,518)
Tax benefit not recognized		**452,041**		696,759
Reversal of prior year accrual		**-**		-
Total income tax expense (recovery)	**$**	**-**	$	-
Current tax expense (recovery)	**$**	**-**	$	-
Deferred tax expense (recovery)	**$**	**-**	$	-

a) Recognized deferred tax liabilities:

Certain expenditures capitalized for accounting purposes are considered current year expenses for tax purposes and form part of the Company's tax loss carry forward. Due to uncertainty in realizing the tax benefit of these tax loss carry forwards, the Company has not recognized the corresponding tax asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

b) Unrecognized deferred tax assets

Management has not recognized deferred tax assets in any of the jurisdictions in which it currently operates due to the fact that it is not probable that these assets will be realized in the foreseeable future. The following represents deferred tax assets by jurisdiction using an estimated future tax rate of 26%.

	Canada	Cambodia	2018	2017
Share issuance costs	**$ 15,245**	**$ -**	**$ 15,245**	$ 12,413
Non-capital loss carry forwards	**3,528,592**	**-**	**3,528,592**	3,274,507
Charitable donations	**2,270**	**-**	**2,270**	2,270
Mineral properties	**-**	**831,000**	**831,000**	635,411
	$ 3,546,107	**$ 831,000**	**$ 4,377,107**	$ 3,924,601

c) Loss carry-forward by year of expiry:

	Canada	Cambodia	Total
2028	$ 12,481	$ -	$ 12,481
2029	2,573,549	-	2,573,549
2030	110,363	-	110,363
2031	1,337,447	-	1,337,447
2032	1,675,941	-	1,675,941
2033	1,781,563	-	1,781,563
2034	1,260,215	-	1,260,215
2035	1,376,444	-	1,376,444
2036	966,508	-	966,508
2037	1,499,746	-	1,499,746
2038	1,121,005	-	1,121,005
	$ 13,715,262	-	13,715,262

Management has not recognized deferred tax assets of other deductible temporary differences rated to share issuance costs in Canada of $nil (2017 - $47,741) and property plant and equipment in Cambodia of $4,152,673 (2017 - $2,947,977).

14) Capital management

The Company's objectives are to safeguard its ability to continue as a going concern in order to support the Company's normal operating requirements, and continue the development and exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital

structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

As at 31 July 2018, the Company's capital structure consists of the share capital of the Company. The Company is not subject to any externally imposed capital requirements. In order to maximize ongoing development efforts, the Company does not pay dividends. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable.

During year ended 31 July 2018, there were no significant changes in the processes used by the Company or in the Company's objectives and policies for managing its capital.

15) Subsequent event

On 19 September 2018, the Company announced that it has entered into an Earn-In Agreement (the Agreement) with Canadian-based private company, Hommy 5 Resources Inc. ("Hommy Resources"), on Angkor's wholly-owned Banlung property in northeastern Cambodia. The terms of the Agreement are as follows:

- Angkor has granted to Hommy Resources the sole and exclusive right and option to acquire up to an 80% Participating Interest in Angkor's Banlung license through the exercise of three milestones.
- The completion of the first Option will occur when Hommy Resources has spent a total of USD $500,000 in exploration and development expenses within one year on the Banlung license with an additional cash payment to Angkor of USD $150,000, at which point Hommy Resources will have earned a 20% participating interest.
- After Hommy Resources has fully paid the amounts referred to the First Option, Hommy Resources can elect to acquire a 51% Participating Interest, by incurring additional exploration & development expenditures of USD $2,800,000 plus an additional USD $200,000 cash payment to Angkor. Such exploration and development expenditures by Hommy Resources must be completed no later than 720 days following the earning of the First Option. Angkor will be the operator on the project until Hommy Resources acquires a 51% participating interest in the Banlung license.
- After Hommy Resources has earned the First and Second Options, Hommy Resources can elect to acquire an additional 29% Participating Interest by completing a Definitive Feasibility Study on the property before March 7, 2022.
- After the exercise of the Third Option, Angkor, in its sole discretion, may choose to continue to hold a 20% Participating Interest or to convert its 20% Participating Interest into a 3.5% NSR.

Hommy Resources may also buy back from Angkor up to an undivided 1.5% NSR for an amount to be mutually agreed upon or set by arbitration, reducing Angkor's NSR to 2.0%.

- If Angkor chooses to hold its 20% Participating Interest, Hommy Resources will fund Angkor's share of the cost of exploration and development, which will be repaid by Angkor from future revenue from the property.
- Should there be a decision to mine, Angkor and Hommy Resources agree to fund the development and operation of any mining property in proportion to their Participating Interests after Hommy Resources has earned its Second Option of 51%. If Hommy Resources has not yet earned its full 51%, Hommy Resources will continue to make the exploration and development and other payments until it reaches its 51% vested interest before Angkor is required to co-fund. Angkor may decline at any time to co-fund the development and operation of the mining property and retain at its option a fixed and free-carried 20% Participating Interest through to production or a 3.5% NSR.
- Either Hommy Resources or Angkor may choose to convert all of Hommy Resources fully vested Participating Interest to common shares in Angkor at a fixed conversion price of CDN $0.25 (twenty-five cents Canadian) per share, provided that if the conversion is at Hommy Resources request, Hommy Resources must first pay to Angkor the sum of USD $100,000.