



# ANGKOR RESOURCES CORP.

**(FORMERLY ANGKOR GOLD CORP.)**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED 31 OCTOBER 2019**

Stated in Canadian Dollars

**NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

## MANAGEMENT'S RESPONSIBILITY

To the Shareholders of Angkor Resources Corp.:

Management is responsible for the preparation and presentation of the accompanying condensed interim 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.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Canadian Organization of Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

We draw attention to Note 1 in the condensed interim 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.

*"Stephen Burega"*

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Stephen Burega, CEO

*"Viktoriya Griffin"*

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Viktoriya Griffin, CFO

Canadian Dollars  
(unaudited)

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	As at 31 October 2019	As at 31 July 2019
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash		\$ 246,473	\$ 365,326
Amounts receivable		197,929	182,938
Prepaid amounts and deposits		31,147	11,166
		<b>475,549</b>	559,430
<b>Non-Current Assets</b>			
Long-term prepaid amounts		11,232	19,644
Property and equipment	(6)	65,889	72,290
Oil and gas license	(8)	390,364	98,865
Exploration and evaluation assets	(7)	5,877,987	5,857,371
		<b>6,345,472</b>	6,048,170
		<b>\$ 6,821,021</b>	\$ 6,607,600
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Accounts payable and accrued liabilities		\$ 511,530	\$ 620,118
Due to related parties	(11)	628,982	554,592
		<b>1,140,512</b>	1,174,710
<b>Non-Current Liabilities</b>			
Due to Hommy Resources	(7)	306,649	378,549
Convertible debenture	(9)	997,885	989,594
		<b>1,304,534</b>	1,368,143
<b>EQUITY</b>			
Share capital	(10)	32,456,925	32,456,925
Equity portion of convertible debenture	(9)	72,742	72,742
Contributed surplus		4,346,845	3,599,132
Accumulated other comprehensive income		1,289,549	1,385,426
Deficit		(33,788,570)	(33,448,197)
		<b>4,377,491</b>	4,066,028
Non-controlling interest ("NCI")	(10)	(1,516)	(1,281)
<b>Total Equity</b>		<b>4,375,975</b>	4,064,747
		<b>\$ 6,821,021</b>	\$ 6,607,600
Nature of operations and going concern	(1) Subsequent event		(14)

The condensed interim consolidated financial statements were approved by the Board of Directors on 23 December 2019 and were signed on its behalf by:

"Mike Weeks"

Mike Weeks, Director

"Terry Mereniuk"

Terry Mereniuk, Director

Canadian Dollars  
(unaudited)

### CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	Note	Three Months Ended 31 October 2019	Three Months Ended 31 October 2018
<b>EXPENSES</b>			
<b>Exploration and Evaluation</b>			
Camp costs		\$ 11,448	20,418
Geological consulting fees		3,750	\$ -
		<b>15,198</b>	20,418
<b>General and Administrative</b>			
Professional and consulting fees	(11)	107,399	104,151
Office and travel		66,677	108,445
Salaries, wages and benefits	(11)	60,915	123,491
Investor relations and other		23,298	33,315
Share-based compensation	(10)	19,030	-
Social development	(11)	9,514	14,948
Amortization	(6)	6,484	7,937
Filing fees		5,003	3,243
Interest and banking costs		710	2,420
		<b>299,030</b>	418,368
<b>Other Expenses</b>			
Accretion and interest expense on convertible debenture	(9)	24,171	24,333
Foreign exchange loss		2,209	4,437
		<b>26,380</b>	28,770
<b>Net (Loss) for the Period</b>		<b>(340,608)</b>	(447,138)
<b>Other Comprehensive Income</b>			
Foreign operations – foreign currency translation differences		(95,877)	84,898
<b>Comprehensive (Loss) for the Period</b>		<b>\$ (436,485)</b>	\$ (362,240)
<b>Net (Loss) Attributed to:</b>			
Shareholders		(340,373)	(447,138)
Non-controlling interest	(10)	(235)	-
		<b>(340,608)</b>	(447,138)
<b>Comprehensive (Loss) Attributed to:</b>			
Shareholders		(436,250)	(362,240)
Non-controlling interest	(10)	(235)	-
		<b>(436,485)</b>	(362,240)
<b>Basic and Diluted Loss per Common Share</b>		<b>\$ (0.00)</b>	\$ (0.00)
<b>Weighted Average Number of Shares Outstanding</b>		<b>105,980,543</b>	105,980,543

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	Share Capital	Amount	Equity Portion of Convertible Debenture	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Shareholder's Equity	Equity attributed to NCI	Total
	#	\$	\$	\$	\$	\$	\$		\$
<b>BALANCE AS AT 1 AUGUST 2018</b>	105,980,543	32,456,925	72,742	3,163,937	1,278,139	(31,718,768)	5,252,975	-	5,252,975
Share-based compensation	-	-	-	161,698	-	-	161,698	-	161,698
Proceeds on sale of shares by a subsidiary	-	-	-	273,497	-	-	273,497	-	273,497
Other comprehensive income	-	-	-	-	107,287	-	107,287	-	107,287
Net loss for the year	-	-	-	-	-	(1,729,429)	(1,729,429)	(1,281)	(1,730,710)
<b>BALANCE AS AT 31 JULY 2019</b>	105,980,543	32,456,925	72,742	3,599,132	1,385,426	(33,448,197)	4,066,028	(1,281)	4,064,747
Share-based compensation	-	-	-	19,030	-	-	19,030	-	19,030
Proceeds on sale of shares by a subsidiary	-	-	-	728,683	-	-	728,683	-	728,683
Other comprehensive income	-	-	-	-	(95,877)	-	(95,877)	-	(95,877)
Net loss for the period	-	-	-	-	-	(340,373)	(340,373)	(235)	(340,608)
<b>BALANCE AS AT 31 OCTOBER 2019</b>	<b>105,980,543</b>	<b>32,456,925</b>	<b>72,742</b>	<b>4,346,845</b>	<b>1,289,549</b>	<b>(33,788,570)</b>	<b>4,377,491</b>	<b>(1,516)</b>	<b>4,375,975</b>

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Three Months Ended 31 October 2019	Three Months Ended 31 October 2018
<b>OPERATING ACTIVITIES</b>			
<b>Loss for the Period</b>		\$ (340,608)	\$ (447,138)
<b>Items not Affecting Cash</b>			
Share-based compensation		19,030	-
Interest on convertible debenture	(9)	15,880	-
Accretion expense	(9)	8,291	8,292
Amortization	(6)	6,484	7,280
Foreign exchange (loss) income		(83)	7,742
		<b>49,602</b>	<b>24,220</b>
		<b>(291,006)</b>	<b>(423,824)</b>
<b>Net Change in Non-cash Working Capital</b>			
Prepaid amounts and other assets		(19,981)	29,554
Accounts payable and accrued liabilities, due to related parties		(50,078)	(215,826)
Amounts receivable		(14,991)	(32,938)
<b>Cash (Used in) Operating Activities</b>		<b>(376,056)</b>	<b>(643,034)</b>
<b>INVESTING ACTIVITIES</b>			
Proceeds from option agreements	(7)	-	845,154
Purchase of oil and gas license	(8)	(291,499)	-
Exploration and evaluation expenditure	(7)	(111,353)	(270,476)
<b>Cash (Used in) Provided by Investing Activities</b>		<b>(402,852)</b>	<b>574,678</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from sale of shares by a subsidiary	(10)	728,683	-
<b>Cash Provided by Financing Activities</b>		<b>728,683</b>	<b>-</b>
Effects of currency translation on cash and cash equivalents		(68,628)	2,656
<b>Net Increase (Decrease) in Cash</b>		<b>(118,853)</b>	<b>(65,700)</b>
Cash position – beginning of period		365,326	645,854
<b>Cash Position – End of Period</b>		<b>\$ 246,473</b>	<b>\$ 580,154</b>
<b>Supplementary Disclosure of Non-cash Investing and Financing Activities</b>			
Exploration and evaluation assets included in accounts payable		\$ 287,164	\$ 180,586

# ANGKOR RESOURCES CORP.

FOR THE THREE-MONTH PERIOD ENDED 31 OCTOBER 2019

Canadian Dollars  
(unaudited)

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

### 1) Nature of operations and going concern

Angkor Resources Corp. (“Angkor” or the “Company”), formerly Angkor Gold Corp., 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 as well as pursuing oil and gas opportunities in Cambodia. 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 condensed interim 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 (current assets less current liabilities as 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.

(rounded ‘000)	31 October 2019	31 July 2019
Working capital (deficit)	\$ (665,000)	\$ (615,000)
Accumulated deficit	\$ (33,790,000)	\$ (33,449,000)

Further, the business of mineral and oil and gas exploration involves a high degree of risk and there can be no assurance that current or future exploration programs will result in profitable 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 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

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### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Condensed Interim Consolidated Statement of Financial Position classifications used and such adjustments could be material.

#### 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”) and in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting. 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.

Since the unaudited condensed interim consolidated financial statements do not include all disclosures required by the IFRS for annual consolidated financial statements, they should be read in conjunction with the Company’s audited annual consolidated financial statements for the year ended 31 July 2019.

The policies set out were consistently applied to all the years presented unless otherwise noted below. The preparation of the condensed interim 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 condensed interim 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 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

The accounting policies and methods of computation followed in preparing these Financial Statements are the same as those followed in preparing the most recent audited annual consolidated financial statements. For a complete summary of significant accounting policies, please refer to the Company’s audited annual consolidated financial statements for the year ended 31 July 2019.

#### 4) 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

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FOR THE THREE-MONTH PERIOD ENDED 31 OCTOBER 2019

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### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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 revisions 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 condensed interim consolidated financial statements.

#### a) Critical accounting estimates:

Significant assumptions about the future that management has made and about 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 condensed interim consolidated statement of financial position;
- The recoverability of oil and gas acquisition license presented on the condensed interim consolidated statement of financial position;
- The estimated useful lives of property and equipment which are included in the condensed interim consolidated statement of financial position and the related depreciation;
- The inputs used in accounting for share-based payment transactions in the condensed interim 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 about 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 and EnerCam Resources as the US dollar and the functional currency of the Company and other subsidiaries as the Canadian dollar.

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FOR THE THREE-MONTH PERIOD ENDED 31 OCTOBER 2019

Canadian Dollars  
(unaudited)

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

- 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 oil and gas and 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.

#### 5) Financial instruments and risk management

##### a) Financial instrument classification and measurement

Financial instruments of the Company carried on the Condensed Interim Consolidated Statement of Financial Position are carried at amortized cost with the exception of cash, which is carried at fair value. There are no significant differences between the carrying value of financial instruments and their estimated fair values as at 31 October 2019, due to the immediate or short-term maturities of the financial instruments.

The fair value of the Company's cash is quoted in active markets. The Company classifies the fair value of these transactions 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 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.

##### b) Fair values of financial assets and liabilities

The Company's financial instruments include cash, restricted investments, amounts receivable, and accounts payable and accrued liabilities, due to related parties and due to Hommy Resources. As at 31 October 2019, the carrying value of cash is fair value. The remaining financial instruments approximate their fair value due to their short-term nature.

##### c) Other 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

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### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis, adjusting operations and budgets accordingly.

#### d) 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.

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.

#### e) 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 October 2019	31 July 2019
Accounts payable and accrued liabilities	\$ 511,530	\$ 620,118
Due to related parties	628,982	554,592
Due to Hommy Resources	306,649	378,549

#### f) 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 since deposits are either short term or

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### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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.

#### g) 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 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 +/- \$11,000. The Company's monetary assets and liabilities denominated in U.S. dollars are shown here in Canadian dollars:

(rounded '000)	31 October 2019	31 July 2019
Cash	\$ 233,000	\$ 333,000
Accounts payable	\$ (14,000)	\$ (45,000)

**ANGKOR RESOURCES CORP.**

FOR THE THREE-MONTH PERIOD ENDED 31 OCTOBER 2019

Canadian Dollars  
(unaudited)**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****6) Property and equipment**

	Vehicles	IT Equipment	Mining Equipment	Tools & Other	Total
<b>COST</b>					
<b>Balance as at 1 August 2018</b>	\$ 238,999	\$ 40,031	\$ 226,920	\$ 19,198	\$ 525,148
FX adjustment	2,406	356	2,281	193	5,236
Additions	-	7,036	344	-	7,380
<b>Balance as at 31 July 2019</b>	\$ 241,405	\$ 47,423	\$ 229,545	\$ 19,391	\$ 537,764
FX adjustment	146	29	140	12	327
Additions	-	-	-	-	-
<b>Balance as at 31 October 2019</b>	\$ 241,551	\$ 47,452	\$ 229,685	\$ 19,403	\$ 538,091
<b>AMORTIZATION</b>					
<b>Balance as at 1 August 2018</b>	\$ 202,421	\$ 34,127	\$ 192,197	\$ 3,594	\$ 432,339
FX adjustment	1,964	305	1,876	15	4,160
Amortization	11,157	5,823	8,822	3,173	28,975
<b>Balance as at 31 July 2019</b>	\$ 215,542	\$ 40,255	\$ 202,895	\$ 6,782	\$ 465,474
FX adjustment	116	16	112	-	244
Amortization	2,367	1,461	1,938	718	6,484
<b>Balance as at 31 October 2019</b>	\$ 218,025	\$ 41,732	\$ 204,945	\$ 7,500	\$ 472,202
<b>CARRYING AMOUNTS</b>					
As at 31 July 2019	\$ 25,862	\$ 7,168	\$ 26,650	\$ 12,609	\$ 72,290
<b>As at 31 October 2019</b>	\$ 23,526	\$ 5,720	\$ 24,740	\$ 11,903	\$ 65,889

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Canadian Dollars

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

#### 7) Exploration and evaluation assets

The Company has interests in five mineral properties as at 31 October 2019 and 31 July 2019:

	Oyadao South (OYS)	Oyadao (OY)	Banlung (BLS)	Koan Nheak (KHN)	Andong Meas (ADM)	Total
<b>Balance as at 1 August 2018</b>	\$ 1,454,278	\$ 708,326	\$ 2,458,268	\$ 931,837	\$ 572,553	\$ 6,125,262
Additions	476,219	8,924	800,980	7,731	37,325	1,331,179
Funds received under option agreements	(678,463)	-	(999,490)	-	-	(1,677,953)
Adjustment on currency translation	17,091	9,791	30,848	12,826	8,327	78,883
<b>Balance as at 31 July 2019</b>	\$ 1,269,125	\$ 727,041	\$ 2,290,606	\$ 952,394	\$ 618,205	\$ 5,857,371
Additions	<b>3,356</b>	<b>5,136</b>	<b>71,900</b>	<b>1,695</b>	<b>4,913</b>	<b>87,000</b>
Funds received under option agreements	-	-	(71,900)	-	-	(71,900)
Adjustments on currency translation	<b>1,195</b>	<b>688</b>	<b>2,151</b>	<b>896</b>	<b>586</b>	<b>5,516</b>
<b>Balance as at 31 October 2019</b>	<b>\$ 1,273,676</b>	<b>\$ 732,865</b>	<b>\$ 2,292,757</b>	<b>\$ 954,985</b>	<b>\$ 623,704</b>	<b>\$ 5,877,987</b>

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 (BLS), Koan Nheak (KHN), and Andong Meas (ADM). The Company continues to explore and develop its five exploration licenses in Cambodia.

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### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

#### a) Oyadao South (OYS)

##### **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. The agreement gave 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 and 2020.

During the year ended 31 July 2019, JOGMEC decided not to proceed with additional exploration. Under the Joint Exploration Agreement, JOGMEC surrendered its option right to acquire up to 51% of Angkor’s Oyadao South license; the Oyadao South license was returned to Angkor as a 100% wholly owned exploration license.

#### b) Banlung (BLS)

##### **Hommy 5 Resources Inc. (“Hommy Resources”) Agreement:**

On 19 September 2018, the Company entered into an Earn-In Agreement (the “Agreement”) with Canadian-based private company, Hommy Resources, on Angkor’s wholly owned Banlung property in north-eastern Cambodia. The Agreement was later revised on 11 April 2019.

The terms of the Agreement included a total investment by Hommy Resources of US\$3.3 million in exploration and development expenditures plus cash payments to Angkor of US\$350,000 over a 3-year period for Hommy Resources to acquire a 51% participating interest in the Banlung license. Angkor 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. After that, Angkor may maintain a 20% participating interest in the property through to production, or at Angkor’s discretion, can convert to a 3.5% Net Smelter Return (“NSR”) on all metals. Angkor is the operator on the project until Hommy Resources acquires a 51% participating interest in the Banlung license.

On 31 January 2019, Hommy Resources earned a 20% participating interest after the completion of the First Option since it had spent a total of US\$500,000 in exploration and development expenses within one year on the Banlung license and a cash payment to Angkor of US\$150,000.

The Second Option would give Hommy Resources the right to acquire an additional 31% for a combined total of 51% participating interest, by incurring exploration and development expenditures in the amount of US\$2,800,000 over specified milestones plus an additional US\$200,000 cash payment to Angkor. Such exploration and development expenditures by Hommy Resources must be completed no later than the following schedule after the earning of the First Option:

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Date		Amount
31 July 2019 or 180 days following the First Option (31 January 2019)	US\$	800,000
180 days after the first payment above	US\$	1,000,000
360 days after the first payment above	US\$	500,000
540 days after the first payment above	US\$	500,000

As of the date of these Financial Statements, the first milestone of US\$800,000 in exploration and development expenditures towards the Second Option by 31 July 2019 has not been completed, and Angkor and Hommy Resources are studying the results of the technical data. Either Hommy Resources or Angkor may choose to trigger the conversion to common shares further described below.

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 7 March 2022.

If Angkor chooses to hold its 20% participating interest, Hommy Resources is required to fund Angkor's share of the cost of exploration and development, of which Angkor has agreed to repay from future revenue from the property.

Either Hommy Resources or Angkor may choose to convert all of Hommy Resources' monies paid on account of acquiring a participating interest to common shares in Angkor at a fixed conversion price of \$0.25 per share. The conversion into shares must be for the full amount paid by Hommy Resources and may only be done once for the full amount. After the conversion, Hommy Resources shall have no further participating interest.

As at 31 October 2019, the Company had received a total of \$1,378,039 (US\$1,050,000) (31 July 2019 - \$1,378,039 (US\$1,050,000)) from Hommy Resources, of which \$1,071,390 was recorded against the exploration and evaluation asset base for Banlung property. The remaining \$306,649 received was recorded as a liability, since the funds have not been spent on property expenditures as at 31 October 2019.

#### c) 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.

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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 the 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 agreement was later amended on 1 May 2018, primarily extending the terms of the agreement. Under the Agreement, Renaissance will spend a total of US\$2 million in exploration and development expenditures plus a US\$255,000 cash payment to the Company for Renaissance to acquire a 51% participating interest in the Koan Nheak license through First and Second Option.

The First Option requires US\$445,000 exploration and development expenditures to be incurred by Renaissance no later than 7 February 2020 and US\$55,000 cash payment made to the Company. Exercising the First Option gives Renaissance a 0% participating interest. As at 31 October 2019, Renaissance has incurred a total of US\$386,000 (31 July 2019 – US\$221,000) in exploration and development expenditures.

After completion of the First Option, Renaissance can exercise their Second Option and may acquire a 51% participating interest by incurring US\$1,500,000 exploration and development expenditures and with an additional US\$200,000 cash payment to the Company, no later than 1 March 2021.

Upon completion of the initial earn in First and Second Options, Renaissance has the right to acquire an additional 29% participating interest by completing a definitive feasibility study no later than 7 March 2022, after which Renaissance will then hold an 80% participating interest. After that, the Company may 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.

#### **8) Oil and gas License**

During the year ended 31 July 2019, the government of Cambodia approved Angkor's application for the exploration and development of Petroleum Block VIII through its subsidiary, EnerCam Resources.

As at 31 October 2019, the Company contributed \$390,364 (US\$ 295,000) directly to the oil and gas license.

#### **9) 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.

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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 of 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.

<b>ALLOCATION OF FAIR VALUE</b>	<b>Amount</b>
Initial fair value of debt component	\$ 951,311
Equity value of conversion rights	72,742
Fair value of warrants issued	25,947
	<b>\$ 1,050,000</b>
<b>Initial Fair Value of Debt Component</b>	<b>\$ 951,311</b>
Accumulated accretion expense as at 31 July 2019	38,283
Convertible debenture as at 31 July 2019	989,594
Accretion expense for the period	8,291
<b>Convertible Debenture as at 31 October 2019</b>	<b>\$ 997,885</b>

For the period ended 31 October 2019:

<b>DEBENTURE INTEREST AND ACCRETION EXPENSE</b>	<b>Principal Amount</b>	<b>Interest Expense</b>	<b>Accretion Expense</b>	<b>Total</b>
<b>By Tranche</b>				
29 April 2018	\$ 550,000	\$ 8,318	\$ 4,343	\$ 12,661
22 May 2018	50,000	756	395	1,151
13 July 2018	450,000	6,806	3,553	10,359
<b>Total</b>	<b>\$ 1,050,000</b>	<b>\$ 15,880</b>	<b>\$ 8,291</b>	<b>\$ 24,171</b>

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#### 10) Share capital

##### a) Authorized:

Unlimited common shares without par value.

##### b) Issued or allotted and fully paid:

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

	Number of Shares	Amount
<b>Balance as at 1 August 2018, 31 July 2019 and 31 October 2019</b>	105,980,543	\$ 32,456,925

##### 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 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.

Stock option activities during the three-month period ended 31 October 2019 and 31 July 2019 are as follows:

	31 October 2019	Weighted Average Exercise Price	31 July 2019	Weighted Average Exercise Price
<b>STOCK OPTION ACTIVITY</b>				
<b>Balance – beginning of period</b>	<b>10,397,000</b>	<b>\$ 0.32</b>	9,947,000	\$ 0.34
Granted	-	-	1,100,000	0.17
Cancelled	-	-	(650,000)	0.32
<b>Balance – end of period</b>	<b>10,397,000</b>	<b>\$ 0.32</b>	10,397,000	\$ 0.32

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Details of stock options outstanding as at 31 July 2019 and 2018 are as follows:

Date of Grant	Expiry Date	Exercise Price	31 October	31 October	31 July 2019
			2019	2019	
			Exercisable	Outstanding	Outstanding
13 April 2015	13 April 2020	\$ 0.45	272,000	272,000	272,000
14 June 2016	14 June 2021	\$ 0.45	1,850,000	1,850,000	1,850,000
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
6 February 2018	6 February 2023	\$ 0.25	-	3,185,000	3,185,000
1 March 2019	1 March 2024	\$ 0.17	1,100,000	1,100,000	1,100,000
		\$ 0.39	7,212,000	10,397,000	10,397,000

The outstanding options have a weighted average remaining life of 2.72 years (31 July 2019 – 2.98 years).

#### d) Warrants

Warrant activities during the period ended 31 October 2019 and 31 July 2019 are as follows:

WARRANTS	Outstanding	Weighted	Outstanding	Weighted
	as at			
	31 October	Exercise Price	31 July	Exercise Price
	2019		2019	
Balance – beginning of period	8,265,750	\$ 0.35	8,265,750	\$ 0.35
Expired	(1,920,000)	-	-	-
Balance – end of period	6,345,750	\$ 0.34	8,265,750	\$ 0.35

During the period ended 31 October 2019:

During the three months ended 31 October 2018, 1,920,000 warrants expired.

#### e) Share-based payments

During the period ended 31 October 2019:

During the period ended 31 October 2019, the Company recognized \$19,030 in share-based payments. The amount recognized relates to 3,385,000 incentive stock options granted to directors, officers and consultants of the Company on 6 February 2018. The options granted are exercisable at an exercise price of \$0.25 for a period of five years from grant date and options vest over two years.

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During the year ended 31 July 2019:

During the year ended 31 July 2019, the Company granted 1,100,000 incentive stock options to its directors, officers, and consultants of the Company. The options granted are issued pursuant to the Company's Stock Option Plan and are exercisable at an exercise price of \$0.17 per share for a period of five years from the date of the grant. During the year ended 31 July 2019, the Company recognized \$161,698 (31 July 2018 - \$26,000) in share-based payments.

	31 October 2019	31 July 2019
<b>Total Options Granted</b>	-	1,100,000
Average exercise price	\$ -	\$ 0.17
Estimated fair value of compensation	\$ -	\$ 50,000
Estimated fair value per option	\$ -	\$ 0.05

During the year ended 31 July 2019, the Company granted 1,110,000 incentive stock options to its directors, officers, and consultants and recognized share-based payments on vested options as follows:

	31 October 2019	31 July 2019
<b>Total Options Vested</b>	-	1,110,000
Average exercise price	\$ -	\$ 0.17
Estimated fair value of compensation	\$ -	\$ 50,000
Estimated fair value per option	\$ -	\$ 0.05

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

	1,110,000 Options Vested	3,385,000 Options Vested over 2 Years
Risk free interest rate	1.79%	1.94%
Expected dividend yield	0.00%	0.00%
Stock price	\$ 0.17	\$ 0.20
Expected stock price volatility (calculated monthly)	29%	31%
Expected option life in years	5 years	5 years
Forfeiture rate	0%	0%

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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.

#### **f) Non-controlling interest**

On 25 January 2019, the Company incorporated EnerCam Resources (Singapore) Pte. Ltd. ("EnerCam Resources"), a private company in Singapore. On 24 June 2019, the Company transferred its 100% ownership in EnerCam Resources to EnerCam Explorations Ltd. ("EnerCam Exploration"), formerly Prairie Pacific Mining Corp., a wholly owned subsidiary in Canada. EnerCam Exploration raised \$1,002,280 (US\$757,800) through a private sale of 757,800 shares, representing 8%, of EnerCam Resources to various international accredited investors. In connection with this transaction, EnerCam Exploration maintained a 92% ownership of EnerCam Resources and recognized the difference between the value of the NCI, which was at a nominal value, and the fair value of consideration received in the amount of \$1,002,180 (US\$757,724) as contributed surplus as at 31 October 2019.

The value attributed to the non-controlling interest as at 31 October 2019 is an accumulated deficit of \$1,516 representing the activity in EnerCam Exploration. Net loss and comprehensive loss of \$235 has been attributed to the non-controlling interest in these Financial Statements.

Changes in the non-controlling interest after the period ended 31 October 2019 further described in Note 14, Subsequent Event.

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### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

#### 11) 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

Principal Position	Year	Remuneration or fees <sup>(i) (ii)</sup>	Share based payments <sup>(i)</sup>	Amounts Payable <sup>(i)</sup>
Executive Chairman	2020	\$ 15,000	\$ 1,968	\$ 455,061
	2019	\$ 15,000	\$ -	\$ 857,678
VP of Social Development	2020	\$ 9,971	\$ 2,811	\$ 118,632
	2019	\$ 9,400	\$ -	\$ 30,725
Clearline CPA, a company of which the former CFO was a director	2020	\$ -	\$ -	\$ -
	2019	\$ 13,500	\$ -	\$ 11,640
CEO	2020	\$ 21,000	\$ 3,373	\$ 35,000
	2019	\$ 21,000	\$ -	\$ 11,000
CFO	2020	\$ 23,000	\$ -	\$ 20,000
	2019	\$ -	\$ -	\$ -
Director	2020	\$ -	\$ 84	\$ -
	2019	\$ -	\$ -	\$ -
Director	2020	\$ -	\$ 281	\$ -
	2019	\$ -	\$ -	\$ -
Director	2020	\$ -	\$ 281	\$ -
	2019	\$ -	\$ -	\$ -
Director	2020	\$ -	\$ 281	\$ -
	2019	\$ -	\$ -	\$ -

<sup>(i)</sup> For the three months ended 31 October 2019 and 2018.

<sup>(ii)</sup> Amounts disclosed were paid or accrued to the related party.

The total key management personnel compensation during the three-month period ended 31 October 2019 was \$78,050 (2019 - \$62,809), represented by fees of \$68,971 (2019 - \$58,900), and \$9,079 (2019 - \$nil) in share-based payments. These fees have been recorded in professional and consulting fees, salaries, wages and benefits, and social development in the condensed interim consolidated statements of loss and comprehensive loss.

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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.

#### **12) 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, to continue the development and exploration of its resource properties and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk (Note 1).

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 October 2019, the Company's capital structure consists of the share capital and convertible debenture 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 the three-month period ended 31 October 2019, there were no significant changes in the processes used by the Company or in the Company's objectives and policies for managing its capital.

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#### 13) Segmented information

The Company operates in one operating segment, which is the acquisition, exploration, and development of exploration property interests. The following table provides segmented disclosure on assets and liabilities as reviewed by management regularly:

(Rounded to 000's)	Canada	Cambodia	Singapore	Total
<b>31 October 2019</b>				
Current assets	\$ 268,000	\$ 206,000	\$ 2,000	\$ 476,000
Oil and gas costs	\$ 390,000	\$ -	\$ -	\$ 390,000
Current liabilities	\$ (1,080,000)	\$ 61,000	\$ -	\$ (1,141,000)
Exploration and evaluation assets	\$ -	\$ 5,878,000	\$ -	\$ 5,878,000
General and administrative expense	\$ 242,000	\$ 54,000	\$ 3,000	\$ 299,000
<b>31 July 2019</b>				
Current assets	\$ 215,000	\$ 342,000	\$ 2,000	\$ 559,000
Oil and gas costs	\$ 99,000	\$ -	\$ -	\$ 99,000
Current liabilities	\$ (1,077,000)	\$ (91,000)	\$ (7,000)	\$ (1,175,000)
Exploration and evaluation assets	\$ -	\$ 5,857,000	\$ -	\$ 5,857,000
General and administrative expense	\$ 909,000	\$ 600,000	\$ 65,000	\$ 1,574,000

#### 14) Subsequent event

Subsequent to the period ended 31 October 2019, Angkor's Canadian subsidiary, EnerCam Exploration, has raised CAD323,693 (USD\$244,000) to advance Angkor's new Cambodian oil and gas license (Block VIII) through the private sale of shares of EnerCam Resources to various international accredited investors. As a result of this transaction, EnerCam Exploration has a remaining 90% ownership of EnerCam Resources.