



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

**TAKE NOTICE THAT** an Annual General and Special Meeting (the “Meeting”) of the shareholders of ANGKOR GOLD CORP. (the “Corporation”) will be held at 10:00 am (Pacific Time) on April 26, 2019 at Suite 1100-1111 Melville Street, Vancouver, BC, V6E 3V6, for the following purposes:

1. to receive the financial statements of the Corporation for the year ended July 31, 2018, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
4. to approve by special resolution, of the change of name of the Corporation to “Angkor Resources Corp.” or to such other similar name as may be decided by the Board of Directors and acceptable to applicable regulatory authorities.
5. to approve the 2019 Restricted Stock Unit Incentive Plan, as more particularly described in the Information Circular herewith;
6. To consider and , if thought fit, pass an ordinary resolution to ratify, confirm and approve the fixed stock option plan (the “Fixed Stock Option Plan”) of the Company, replacing the Company’s current rolling option plan, allowing the reservation for issuance pursuant to the exercise of stock options up to 21,196,108 common shares, which represents 20% of the Company’s issued and outstanding common shares as at the Record Date for the meeting being April 26<sup>th</sup>, 2019 as more fully described in the accompanying information Circular;
7. If the resolution to ratify, confirm and approve the Fixed Stock Option Plan is not approved, to consider and, it thought fit, pass an ordinary resolution to re-approve and continue with the Company’s current 10% “rolling” stock option plan, as more fully described in the accompanying Information Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Accompanying this Notice are the Company’s Management Information Circular, a Form of Proxy or Voting Instruction Form and a request card for use by Shareholders who wish to receive our financial statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice. Shareholders of record as at the close of business on March 22, 2019 (the “Record Date”) will be entitled to receive notice of and vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those unable to attend are requested to read, complete, date, sign and return the enclosed Form of Proxy or Voting Instruction Form to Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Canada M5J 2Y1 on or before 10:00 a.m. (Vancouver time) on April 24, 2019. If you are a non-registered Shareholder of Common Shares of the Company and a non-objecting beneficial owner, and receive a voting instruction form from our transfer agent, Computershare, please complete and return the form in accordance with the instructions of Computershare. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the meeting.

If you are a non-registered Shareholder of Common Shares of the Corporation and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting.

DATED at Sexsmith, Alberta as of the 22 day of March 2019

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Mike Weeks”*

Mike Weeks

Chairman of the Board and Director