



ANGKOR RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THE THREE-MONTH PERIOD ENDED 31 OCTOBER 2022

Stated in Canadian Dollars

DATE: 20 DECEMBER 2022

The Company has elected to provide "Quarterly Highlights" as provided for a venture issuer by Section 2.2.1 of National Instrument 51-102F1.



To Our Shareholders

This Management Discussion and Analysis (“MD&A”) of Angkor Resources Corp. (“Angkor” or the “Company”) is dated on 20 December 2022 and provides information on the Company’s activities for the three months ended 31 October 2022, and subsequent activity to the date of this report. Consequently, this MD&A should be read in conjunction with the Condensed Interim Consolidated Financial Statements for the three-month period ended 31 October 2022, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), as applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

Effective the third quarter of its 2020 fiscal year, the Company elected to provide interim MD&A disclosure under the “Quarterly Highlights” regime as set out in Section 2.2.1 of National Instrument 51-102F1. Discussion of the Company, its operations and associated risks is further described in the Company’s filings, which include the 31 July 2022 MD&A and audited consolidated financial statements, available for viewing at www.sedar.com/

INTRODUCTION

Angkor Resources Corp. was incorporated under the laws of the Province of British Columbia, Canada on 16 October 2008 with its primary focus on resource exploration in Cambodia. Angkor’s three exploration licenses in the Kingdom of Cambodia cover approximately 366 km². In early 2019, the Company announced its intention to pursue oil and gas opportunities in Cambodia, and after negotiating through COVID for a PSC (Production Sharing Contract) for onshore 7300 square kilometre energy/oil and gas license titled Block VIII, the Company was granted the license in September 2022.

The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol ANK and under the OTCQB under the symbol ANKOF. In 2019 the Company changed its name from Angkor Gold Corp. to Angkor Resources Corp. to reflect its addition of an energy/oil and gas assets to its exploration portfolio.

As a resource optimizer, Angkor’s business model is to secure opportunities in the resource sector that:

- provide development and/or production potential for minerals and energy solutions
- create quick pathways to revenue streams
- implement solid Environmental, Social, and Governance (ESG) platforms
- provide solutions to a problem with benefits for all stakeholders.

Specifically on the exploration components, the Company acquires licenses to properties to investigate for resource potential. Initial exploration and investigation is generally conducted by the Company. Not all projects are given equal priority at all times, and technical work programs depend on the availability of



exploration funding, the Company's assessment of geological potential, and the potential interest from third parties. Not all projects or licenses may be considered "significant" or "material" as those terms are defined in Form 51-102F1, although they may become so in the future depending on a number of factors, or conversely, may no longer be considered "significant" or "material" should they fail to meet expectations and the necessary criteria over time. Licenses that fail to meet criteria are released from the Company's portfolio.

As projects within the licenses show positive results through exploration, the Company may seek potential exploration and development partners to assist or fund further exploration by the Company with a view to further possible development. There is no fixed model for such arrangements with third parties but may generally include joint development agreements, funding agreements, earn-ins, partnerships, joint ventures and outright sale. As part of funding, earn-in and other agreements, Angkor generally negotiates a carried interest for the Company. Each agreement is negotiated on its own basis depending on the circumstances; specific terms may vary from agreement to agreement. The Company believes third party funding agreements benefit Angkor by reducing the need to go to public markets for capital financings that would result in greater shareholder dilution. The Company also believes that having multiple projects with funding agreements with third parties may serve to reduce some of the risk inherent in resource exploration and development.

QUARTERLY HIGHLIGHTS

CORPORATE

- On 8 September 2022 the Company announced the consolidation of emissions from 21 wells to advance the carbon/gas capture energy project in Evesham, Saskatchewan. The Project collects methane, other gases and carbon emissions from 21 oil wells across a field stretching over two sections (1280 acres), all connected with underground pipelines. The product is then dewatered, processed and converted into a clean, natural gas, which is then tied into a sales point regulated by the Province of Saskatchewan. Sales of natural gas from the project are anticipated by the end of 2022.
- On 18 October 2022, the Company advanced social and governance programs with local indigenous communities of Ratanakiri province in Cambodia. Angkor has collaborated with the communities and the ABA Bank to address the number one concern of communities: the crippling impact of overzealous microfinance loans.



EXPLORATION

- On 6 September 2022, the Company announced its acquisition of the Andong Bor copper/gold license located west of the other licenses and straddling Banteay Meanchey and Oddar Meanchey provinces. A Canadian private company, CanBodia Copper Company (CCC) has aligned with the Company to fund, develop, and market the license's mineralization and brings global experience in the copper sector to Cambodia.
- On 3 October 2022 the Company's energy subsidiary, EnerCam Resources Co. Ltd., received final approval for the Block VIII onshore license for oil and gas exploration, development, and production. The license encompasses 7300 square kilometres in the southwest quadrant of Cambodia.

TRENDS, RISKS, AND MARKET CONDITIONS

At the time of this report, the Company has launched exploration on Andong Meas license, which holds several copper, gold, and base metal opportunities. As well, as soon as the new Andong Bor license is sufficiently dry, the exploration teams will advance magnetic and mapping work across the 100 square kilometres.

During this past quarter, gold prices ranged from \$1,633 USD per ounce to \$1,807 USD per ounce. Copper ranged from \$3.38 to \$3.54 USD per pound, down over 25% from a year ago. Looking at various energy sources based on hydrocarbons, Henry Hub natural gas indicated a 64% increase in 2022, with a low of \$3.74 USD and a high of \$9.85 USD per 1,000 cubic feet and oil hit a low of \$76 USD per barrel, a high of \$96 USD per barrel and averaged out roughly during the quarter at \$85 USD per barrel. A push pull on energy from hydrocarbons continues to exist as global perceptions increase for renewables but reality continues to reward actual production, especially in less developed nations.

For Cambodia, who desperately wants its own source of energy, traditional oil and gas is very attractive and for that reason, the Company continues to seek solutions for the Kingdom to not only discover its own source of energy, but also to help in the development of upstream facilities like refineries, power generation with natural gas, LPG facilities, etc.



INTERIM FINANCIAL PERFORMANCE

The comprehensive income (loss) for the three-month period ended 31 October 2022 was \$5,061 compared to a comprehensive loss of (\$1,330,316) in the comparative period. The main fluctuations in costs are as follows:

| Professional and consulting fees (rounded to the nearest '000) | 3 months 2022 | 3 months 2021 |
|---|--------------------------|--------------------------|
| | \$ 173,000 | \$ 110,000 |
| Variance | 63,000 | |

The increase in professional and consulting fees for the three-month period ended 31 October 2022 is primarily a result of the increase in negotiation and public relations fees paid towards licensing in Cambodia and production efforts.

| Salaries, wages, and benefits (rounded to the nearest '000) | 3 months 2022 | 3 months 2021 |
|--|--------------------------|--------------------------|
| | \$ 161,000 | \$ 32,000 |
| Variance | 129,000 | |

The increase in salaries, wages and benefits for the three-month period ended 31 October 2022 is a result of increased activity in the current period surrounding mineral properties and oil and gas.

| Office and travel (rounded to the nearest '000) | 3 months 2022 | 3 months 2021 |
|--|--------------------------|--------------------------|
| | \$ 84,000 | \$ 40,000 |
| Variance | 44,000 | |

The increase in office and travel for the three-month period ended 31 October 2022 is due to COVID-19 restrictions being lifted, allowing for international travel that had been previously heavily restricted in the comparative period.

| Impairment of exploration and evaluation assets (rounded to the nearest '000) | 3 months 2022 | 3 months 2021 |
|--|--------------------------|--------------------------|
| | \$ - | \$ 1,078,000 |
| Variance | (1,078,000) | |



The decrease in impairment of exploration and evaluation assets for the three-month period ended 31 October 2022 is due to two licenses being dropped from the company's portfolio in the comparative period.

| Consulting Income (rounded to the nearest '000) | 3 months 2022 | 3 months 2021 |
|---|--------------------------------|--------------------------------|
| | \$ 221,000 | \$ - |
| Variance | 221,000 | |

The increase in consulting income for the three-month period ended 31 October 2022 is due to a new contract with the Ministry of Mines and Energy in Cambodia.

LIQUIDITY AND FINANCIAL CONDITION OF THE COMPANY

The Company's working capital deficit (current assets less current liabilities) as at 31 October 2022 was \$2,036,483 compared with a working capital deficit of \$1,924,220 as at 31 October 2021.

Cash used in operating activities during the three-month period ended 31 October 2022 totaled \$198,130 (31 October 2021 – provided \$58,920).

Cash used in investing activities during the three-month period ended 31 October 2022 totaled \$122,680 (31 October 2021 –used \$96,556).

Cash provided by financing activities during the three-month period ended 31 October 2022 was \$175,000 (31 October 2021 - \$nil).

Management believes raising capital is extremely challenging and therefore, it is paramount to continue to undertake special projects that will create cash flow opportunities. The Company has undertaken several components of research in the offshore oil project for the government of Cambodia, and has received some payment for those projects. However, it continues to wait for revenue from the gas conservation project in Evesham as its first recurring revenue. The project is ready and awaits only a final 'nod' from the Saskatchewan Ministry of Energy and Resources.

Historically the capital requirements of the Company have been met by equity subscriptions (i.e., private placements, option exercises, warrant exercises).

Additional sources of working capital may come from the earn-in agreements. The Company continues to seek exploration and development partners on other properties in its portfolio to further supplement revenue and working capital. Furthermore, the Company continues to seek resource opportunities that will create revenue streams that will provide recurring cashflow for its operations.



Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favorable.

MAJOR OPERATING MILESTONES

During the period under review, the Company completed the following:

- Received the onshore oil and gas exploration, development and production license for Block VIII onshore.
- Received the Andong Bor copper/gold license in NW Cambodia.
- Arranged funding arrangements with CanBodia Copper Company on Andong Bor license to cover 100% of the related expenses and earn 80% of the license while the Company holds a carried interest of 20%.
- At the government's request, performed a second inspection of the offshore oil infrastructure and oversaw the towing of the production barge to Sihanoukville port for refurbishment and assessment.
- Expanded the ESG projects across the Andong Meas license with Advanced Bank of Asia to implement Cambodia's first Financial Literacy program with a mission to educate and reduce the crippling debt from micro-finance institutions.
- The Ministry contracted the Company to complete an offshore inspection of Block A oil and gas facilities, located 160 kilometres southwest of Sihanoukville port. A second follow-up excursion took place in October and the production barge was towed to port for repairs and refurbishment. In both cases, the Company deployed a team of professionals to travel, inspect, repair, and complete other tasks associated with the offshore facilities. While the consulting income is not classed as recurring or ongoing, the Company continues to make itself available to the government for specific contracts pertaining to the offshore Block A project, at which the government would like to see a restart and continuance of oil production.

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 not disclosed elsewhere in the Financial Statements are as follows:



RELATED PARTY DISCLOSURE – KEY MANAGEMENT PERSONNEL

| Principal Position | Period | Remuneration or fees ^{(i) (ii)} | Share based payments ⁽ⁱ⁾ | Amounts Payable ⁽ⁱⁱ⁾ |
|---|---------|---|--|------------------------------------|
| Executive VP Operations | 2023 Q1 | \$ 25,846 | \$ - | \$ 62,515 |
| | 2022 Q1 | \$ 13,875 | \$ - | \$ 113,750 |
| CEO | 2023 Q1 | \$ 21,360 | \$ - | \$ 336,508 |
| | 2022 Q1 | \$ 21,032 | \$ - | \$ 114,750 |
| MNP LLP, a company of which the CFO is a Partner | 2023 Q1 | \$ 18,900 | \$ - | - |
| | 2022 Q1 | \$ 14,175 | \$ - | - |
| Directors | 2023 Q1 | \$ 25,771 | \$ - | \$ 45,186 |
| | 2022 Q1 | \$ - | \$ - | - |

(i) For the three months ended 31 October 2022 and 2021.

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

The total key management personnel compensation during the period ended 31 October 2022 was \$91,877 (2021 - \$49,082), represented by fees of \$91,877 (2021 - \$49,082), and \$nil (2021 - \$nil) in share-based payments.

On 11 August 2021, the Company issued 1,004,908 common shares to Executive VP Operations, Current CEO and Director at \$0.06 per share to settle \$60,295 in accounts payable (included interest payable on convertible debentures).

Included in the above table is a loan advanced to the Company of \$100,075 (USD \$80,000) on 10 November 2021, by related parties consisting of the CEO and Executive VP of Operations. The loan incurs interest at 4% annually, calculated monthly and compounded monthly, is unsecured and has no fixed terms of repayment. The loan can be repaid by the Company in shares, at the discretion of the creditor, at the monthly average stock price during the month the shares are issued.

Included in the above table are loans advanced to the Company of \$100,000 and \$75,000 on 22 September 2022 and 26 October 2022, respectively, by related parties consisting of the CEO. The loans are callable, incur interest at 4% annually, calculated monthly and compounded monthly, are unsecured and have no fixed terms of repayment.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at 31 October 2022, the Company had 169,373,375 common shares issued and outstanding. As at the date of this report, the fully diluted amount of 222,809,883 includes warrants of 40,320,433 and options of 13,116,075.



QUALIFIED PERSON

The technical and scientific information in this document has been reviewed and approved by Dennis Ouellette, B.Sc., P.Geo., a member of The Association of Professional Engineers and Geoscientists of Alberta (APEGA # 104257) and a Qualified Person as defined by National Instrument 43-101 (“NI 43-101”). He is the Company’s VP of Exploration on site in Cambodia.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

As of the date of the MD&A, the Company does not have any commitments, expected or unexpected, or uncertainties.

RISK FACTORS

In the Annual MD&A, the most significant risks faced by the Company were disclosed. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company’s undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to consider the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.



A CAUTIONARY TALE

This document contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation, its subsidiaries and its projects, the future supply, demand, inventory, production and price of minerals, the estimation of reserves and resources, the realization of reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of resources; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the resource industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Respectfully submitted

On Behalf of the Board of Directors

“Delayne Weeks”

Delayne Weeks

CEO