



ANGKOR RESOURCES CORP.

ANGKOR RESOURCES CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX AND THREE MONTHS ENDED 31 JANUARY 2023

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 Chartered Professional Accountants of Canada 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 unaudited 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 Chartered Professional Accountants of Canada 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.

"*Delayne Weeks*"

Delayne Weeks, CEO

"*Benita Sauer*"

Benita Sauer, CFO

ANGKOR RESOURCES CORP.Canadian Dollars
(unaudited)

Statement 1

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	As at 31 January 2023	As at 31 July 2022
ASSETS			
Current Assets			
Cash		\$ 175,906	\$ 606,460
Amounts receivable		45,843	81,514
Prepaid amounts and deposits		12,395	71,956
		<u>234,144</u>	<u>759,930</u>
Non-Current Assets			
Property and equipment	(5)	184,889	205,738
Exploration and evaluation assets	(6)	1,876,647	1,711,962
Oil and gas	(7)	905,308	870,545
Intangible asset	(8)	340,486	244,595
		<u>\$ 3,541,474</u>	<u>\$ 3,792,770</u>
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	(9)	\$ 841,116	\$ 968,765
Notes payable	(10)	1,460,000	1,460,000
Short term loan	(11)	286,153	102,320
		<u>2,587,269</u>	<u>2,531,085</u>
EQUITY			
Share capital	(12)	37,298,236	37,298,236
Contributed surplus		5,599,364	5,599,364
Accumulated other comprehensive income		1,544,852	1,448,108
Deficit		(43,472,747)	(43,069,511)
		<u>969,705</u>	<u>1,276,197</u>
Non-controlling interest ("NCI")	(12)	(15,500)	(14,512)
Total Equity		<u>954,205</u>	<u>1,261,685</u>
		<u>\$ 3,541,474</u>	<u>\$ 3,792,770</u>
Nature of operations and going concern	(1)	Subsequent events	(17)

Approved by the Board of Directors on 20 March 2023 and were signed on its behalf by:

"Russell Tynan"
Russell Tynan, Director

"Terry Mereniuk"
Terry Mereniuk, Director

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	Note	Six Months Ended 31 January 2023	Six Months Ended 31 January 2022	Three Months Ended 31 January 2023	Three Months Ended 31 January 2022
EXPENSES					
Exploration and Evaluation					
Camp costs		28,297	14,498	10,184	6,052
General and Administrative					
Professional and consulting fees	(13)	267,499	171,269	94,183	68,629
Salaries, wages and benefits	(13)	179,736	81,493	18,740	49,127
Office and travel		104,835	126,206	20,534	86,107
Amortization	(5, 8)	34,788	10,313	19,211	5,193
Interest and banking costs		7,286	31,796	4,181	26,022
Filing fees		1,897	43,730	1,897	35,354
Social development	(13)	190	10,129	4	4,472
Share-based compensation	(12)	-	20,216	-	19,814
		624,528	509,650	168,934	300,770
Other Expenses (Income)					
Consulting and other income		(224,304)	-	(3,073)	-
Foreign exchange loss (gain)		4,000	2,363	(2,741)	3,651
Impairment of exploration and evaluation assets	(6)	-	1,078,001	-	-
Accretion and interest expense on convertible debenture		-	56,089	-	28,044
		404,224	1,646,103	163,120	332,465
Net Loss for the period					
Other Comprehensive Loss (Income)					
Foreign operations - foreign currency translation differences		96,744	(20,108)	(149,421)	(5,885)
		500,968	1,625,995	13,699	326,580
Total Comprehensive Loss for the Period					
Net Loss Attributed to:					
Shareholders		\$ 403,236	\$ 1,644,491	\$ 149,638	\$ 330,898
Non-controlling interest	(12)	988	1,612	13,482	1,567
		404,224	1,646,103	163,120	332,465
Comprehensive Loss Attributed to:					
Shareholders		499,980	1,624,383	217	325,013
Non-controlling interest	(12)	988	1,612	13,482	1,567
		500,968	1,625,995	13,699	326,580
Basic and Diluted Loss per Common Share		\$ 0.00	\$ 0.01	\$ 0.00	\$ 0.00
Weighted Average Number of Shares Outstanding		169,373,375	154,817,072	169,373,375	155,694,053

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

ANGKOR RESOURCES CORP.

Canadian Dollars
(unaudited)

Statement 3

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital	Amount	Equity Portion of Convertible Debenture	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Shareholders' Equity	Equity attributed to NCI	Total
	#	\$	\$	\$	\$	\$	\$	\$	\$
BALANCE AS AT 1 AUGUST 2021	151,435,299	34,863,119	72,742	5,478,465	1,384,608	(40,362,547)	1,436,387	(6,495)	1,429,892
Share-based compensation	-	-	-	20,216	-	-	20,216	-	20,216
Units issued on settlement of interest on convertible debenture	867,808	49,262	-	2,806	-	-	52,068	-	52,068
Shares issued on settlement of debt	1,566,666	94,000	-	-	-	-	94,000	-	94,000
Share issuance cost	-	(721)	-	-	-	-	(721)	-	(721)
Options exercised	1,885,150	183,860	-	(44,899)	-	-	138,961	-	138,961
Other comprehensive income	-	-	-	-	(20,108)	-	(20,108)	-	(20,108)
Net loss for the period	-	-	-	-	-	(1,644,491)	(1,644,491)	(1,612)	(1,646,103)
BALANCE AS AT 31 JANUARY 2022	155,754,923	35,189,520	72,742	5,456,588	1,364,500	(42,007,038)	76,312	(8,107)	68,205
BALANCE AS AT 1 AUGUST 2022	169,373,375	37,298,236	-	5,599,364	1,448,108	(43,069,511)	1,276,197	(14,512)	1,261,685
Other comprehensive loss	-	-	-	-	96,744	-	96,744	-	96,744
Net loss for the period	-	-	-	-	-	(403,236)	(403,236)	(988)	(404,224)
BALANCE AS AT 31 JANUARY 2023	169,373,375	\$ 37,298,236	\$ -	\$ 5,599,364	\$ 1,544,852	\$ (43,472,747)	\$ 969,705	\$ (15,500)	\$ 954,205

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

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Six Months Ended 31 January 2023	Six Months Ended 31 January 2022	Three Months Ended 31 January 2023	Three Months Ended 31 January 2022
OPERATING ACTIVITIES					
Net Loss for the Period		\$ (404,224)	\$ (1,646,103)	\$ (163,120)	\$ (332,465)
Items not Affecting Cash					
Amortization	(5, 8)	34,788	10,313	19,211	5,193
Foreign exchange gain (loss)		4,000	2,363	(2,741)	3,801
Impairment of exploration and evaluation assets	(6)	-	1,078,001	-	-
Interest on convertible debenture		-	52,932	-	26,466
Share based compensation	(12)	-	20,216	-	19,814
Accretion expense		-	3,158	-	1,579
		(365,436)	(479,120)	(146,650)	(275,612)
Net Change in Non-cash Working Capital					
Amounts receivable		35,744	74,254	80,777	79,643
Prepaid amounts and other assets		60,023	8,078	3,006	8,699
Accounts payable and accrued liabilities	(9)	(167,054)	228,260	(174,302)	163,330
Short-term loan interest accrual	(11)	4,333	-	2,909	-
Cash (Used in) Provided by Operating Activities		(432,390)	(168,528)	(234,260)	(23,940)
INVESTING ACTIVITIES					
Purchase of oil and gas assets	(7)	(29,509)	(13,353)	(24,827)	(6,727)
Intangible asset expenditure	(8)	(99,405)	(100,000)	-	(100,000)
Exploration and evaluation expenditure	(6)	(94,143)	(315,663)	(82,737)	(144,624)
Purchase of property and equipment	(5)	(9,199)	(5,352)	(2,012)	-
Cash (Used in) Provided by Investing Activities		(232,256)	(434,368)	(109,576)	(251,351)
FINANCING ACTIVITIES					
Advances of note payable	(10)	-	700,000	-	700,000
Issuance of shares, net of costs	(12)	-	138,240	-	52,500
Proceeds from short term loan	(11)	179,500	-	4,500	-
Cash Provided by Financing Activities		179,500	838,240	4,500	752,500
Effects of currency translation on cash and cash equivalents		54,592	(64,175)	(6,801)	(53,039)
Net Increase (Decrease) in Cash		(430,554)	171,169	(346,137)	424,170
Cash position - beginning of period		606,460	398,224	522,043	145,223
Cash Position - End of Period		175,906	569,393	175,906	569,393
Supplementary Disclosure of Non-cash Investing and Financing Activities					
Exploration and evaluation assets included in accounts payable		\$ 490,320	\$ 83,918	\$ 490,320	\$ 83,918

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

ANGKOR RESOURCES CORP.
FOR THE SIX-MONTH PERIOD ENDED 31 JANUARY 2023

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”) 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 and oil and gas 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 and other opportunities in Canada, Cambodia, and the Philippines. The registered address of the Company is Box 153, Sexsmith, Alberta, T0H 3C0. The Company trades as a Tier 2 mining issuer on the TSX Venture Exchange (the “Exchange”) under the trading symbol “ANK” and on the OTCQB Venture Market under the symbol “ANKOF”.

These unaudited 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 at least twelve months from January 31, 2023 and to realize its assets and discharge its liabilities in the normal course of operations.

As at 31 January 2023 the Company has cash of \$175,906 and a working capital deficiency of \$2,353,125. For the period ended 31 January 2023 the Company has incurred a loss of \$404,224 and used cash in operating activities of \$432,390. The Company has incurred operating losses since inception, is unable to self-finance operations and has significant on-going cash requirements to meet its overhead requirements and maintain its mineral interests.

	31 January 2023	31 July 2022
Working capital (deficit)	\$ (2,353,125)	\$ (1,771,155)
Accumulated deficit	\$ (43,472,747)	\$ (43,069,511)

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

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FOR THE SIX-MONTH PERIOD ENDED 31 JANUARY 2023

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NOTES TO THE CONDENSED INTERIM 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”) and interpretations of the IFRS interpretations committee (“IFRIC”) applicable to the preparation of the interim financial statements, including International Accounting Standard 34, Interim Financial Reporting. As a result, they do not conform in all respects with the disclosure requirements for annual financial statements under IFRS and should be read in conjunction with the Company's audited consolidated financial statements for the year ended 31 July 2022.

3) Summary of significant accounting policies

The accounting policies, sources of estimation uncertainty, critical accounting judgements 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 with the addition of the policy stated below. 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 2022.

a) Intangible asset

Intangible assets acquired separately are measured on initial recognition at cost. Expenditures during the research phase are expensed as incurred. Expenditures during the development phase are capitalized if the Company can demonstrate each of the following criteria:

- i. the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- ii. its intention to complete the intangible asset and use or sell it;
- iii. its ability to use or sell the intangible asset;
- iv. how the intangible asset will generate probable future economic benefits;
- v. the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- vi. its ability to measure reliably the expenditure attributable to the intangible asset during its development; otherwise, they are expensed as incurred.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

4) Financial instruments and risk management

The financial statements do not include all financial risk management information and disclosures required in the annual financial statements. They should be read in conjunction with the Company's audited consolidated financial statements for the year ended 31 July 2022.

ANGKOR RESOURCES CORP.
FOR THE SIX-MONTH PERIOD ENDED 31 JANUARY 2023

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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 January 2023, 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 or 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, amounts receivable, accounts payable and accrued liabilities, notes payable, and short term loans. As at 31 January 2023, the carrying value of cash is fair value. The remaining financial instruments approximate their fair value due to their short-term nature.

c) 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 Financial Statements do not include all financial risk management information and disclosures required in the annual financial statements, they should be read in conjunction with the Company's annual audited financial statements as at 31 July 2022.

d) 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.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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 +/- \$1,000. The Company's monetary assets and liabilities denominated in U.S. dollars are shown here in Canadian dollars:

(rounded '000)	31 January	31 July
	2023	2022
Cash	\$ 17,000	\$ 138,000
Accounts payable	\$ (31,000)	\$ (12,000)

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

5) Property and equipment

	Vehicles	IT Equipment	Mining Equipment	Tools & Other	Plant Equipment	Total
COST						
Balance as at 1 August 2021	\$ 228,809	\$ 44,949	\$ 217,752	\$ 18,379	\$ -	\$ 509,889
FX adjustment	6,647	1,306	6,481	534	-	14,968
Additions	-	601	5,352	-	207,639	213,592
Balance as at 31 July 2022	235,456	46,856	229,585	18,913	207,639	738,449
FX adjustment	9,657	1,905	9,417	776	-	21,755
Additions	-	2,831	-	-	6,368	9,199
Balance as at 31 January 2023	245,113	51,592	239,002	19,689	214,007	769,403
ACCUMULATED AMORTIZATION						
Balance as at 1 August 2021	222,123	44,949	207,943	11,840	-	486,855
FX adjustment	6,430	1,294	6,076	349	-	14,149
Amortization	(1,487)	(715)	2,217	546	31,146	31,707
Balance as at 31 July 2022	227,066	45,528	216,236	12,735	31,146	532,711
FX adjustment	9,300	1,861	8,852	517	-	20,530
Amortization	1,274	715	1,700	633	26,952	31,274
Balance as at 31 January 2023	237,640	48,104	226,788	13,885	58,097	584,514
CARRYING AMOUNTS						
As at 31 July 2022	8,390	1,328	13,349	6,178	176,493	205,738
As at 31 January 2023	\$ 7,473	\$ 3,488	\$ 12,214	\$ 5,804	\$ 155,910	\$ 184,889

On 22 February 2022, the Company entered into an agreement with KSA Quarrying & Aggregate Co. Inc. (the "KSA agreement") to operate a sand and alluvial gold recovery project on the Malaguit River, Paracale, Philippine (Note 10). In accordance with the KSA agreement, the Company agreed to contribute up to \$800,000 for project operations.

The Company concluded that the transaction was an asset acquisition; not a business combination, given a substantive process did not exist that would allow the Company to desilt the river at the time of the transaction. On 22 February 2022, Philippines Environmental Recovery Inc. ("PERI") purchased a 51% interest in assets for \$1.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

6) Exploration and evaluation assets

The Company has interests in three mineral properties as at 31 January 2023 (31 July 2022 - two properties):

	Andong Meas (ADM)	Oyadao North (OYN)	Andong Bor (ADB)	Mesco (MS)	Koan Nheak (KHN)	Total
Balance as at 1 August 2021	\$ 926,938	\$ 112,523	\$ -	\$ 6,543	\$ 1,071,366	\$ 2,117,371
Additions	460,775	152,056	-	647	106,031	719,509
Impairment of License	-	-	-	(7,190)	(1,177,397)	(1,184,587)
Adjustment on currency translation	33,974	25,695	-	-	-	59,669
Balance at 31 July 2022	1,421,687	290,274	-	-	-	1,711,962
Additions	160,413	59,595	189,867	-	-	409,875
Funds received under option agreements	-	(24,667)	(189,867)	-	-	(214,534)
Adjustments on currency translation	(60,313)	29,657	-	-	-	(30,656)
Balance as at 31 January 2023	\$ 1,521,787	\$ 354,859	\$ -	\$ -	\$ -	\$ 1,876,647

On 8 August 2022 the Company was issued a new license for the ADB mineral property.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

a) Andong Meas (ADM)

The Company was issued Andong Meas as a new license in August 2021 in Cambodia. The Company holds 100% of the license, and explores several prospects including Canada Wall, Gossan Hills, and Wild Boar. During the quarter, exploration activities have been focused on the Wild Boar prospect.

b) Oyadao North (OYN)

On 8 January 2020, the Company entered into an Earn-In Agreement (“OYN Agreement”) with Hommy Oyadao Inc. (“Hommy OYN”) and Hommy 5 Resources Inc (“Hommy Resources”) in Cambodia. Hommy OYN is a wholly owned subsidiary of Hommy Resources.

Hommy Resources holds a 30% participating interest on OYN and the Company holds 70% of the interest.

The Company was issued Oyadao North as a new license, rather than as a renewal, in August 2021.

c) Andong Bor (ADB)

The Company acquired the license on 8 August 2022, having worked through the application process with MME (Ministry of Mines and Energy) for the previous eight months. The license had previous drilling completed which advances exploration activities. The license costs are funded by Cambodia Copper Company Ltd., which will maintain an 80% interest, while the Company holds the remaining 20%.

The license is held under the Company's name and will be the operator of the exploration and development activities on the license throughout the terms of the license.

d) Mesco (MS)

The Company's due diligence on the MS site was completed in Cambodia and \$7,190 was incurred for costs and posted to exploration and evaluation. The Company dropped MS from its portfolio in October 2021 and wrote off the amount as a loss of \$7,190.

e) Koan Nheak (KHN)

The Company undertook further exploration activities on the license from December 2020 to July 2021 and continued its review and technical assessment on KHN in Cambodia until December 2021, when the Company completed its assessment of the license and has dropped it from the portfolio. As a result, an impairment of \$1,078,001 was incurred in October 2021, with a further \$99,396 incurred in July 2022.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

7) Oil and gas

	Block VIII
Balance at 1 August 2021	\$ 840,088
Additions	26,841
Adjustment on currency translation	3,616
Balance at 31 July 2022	870,545
Additions	29,509
Adjustment on currency translation	5,254
Balance at 31 January 2023	\$ 905,308

On 7 September 2022 the Company signed a production sharing contract for Block VIII.

8) Intangible asset

As at 13 January 2022, the Company contributed to a project ("Evesham") with Eyehill Creek Exploration Ltd. in Saskatchewan, Canada as part of an environmental gas capture and conservation project. The Company agreed to contribute \$300,000 to the project to receive a portion of net gas sales on a go forward basis as noted below.

1. The Company shall receive 80% of net gas sales until \$300,000 is repaid.
2. After receipt of \$300,000, the Company shall receive 40% of net gas sales for the duration of the project production.

The Company contributed a further 40% share of additional project costs and has included this contribution as an intangible asset. The Company has entered into multiple agreements to utilize net gas sales to repay funders of this asset as referenced in Note 10(a). The asset was put into use 12 January 2023 and is expected to generate revenue in future quarters.

	31 January 2023	31 July 2022
Opening balance	\$ 244,595	\$ -
Additions	99,405	244,595
Amortization	(3,514)	-
Ending balance	\$ 340,486	\$ 244,595

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Canadian Dollars
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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

9) Accounts payable

	31 January 2023	31 July 2022
Trade Payables	\$ 676,116	\$ 803,765
Provisional Payables	165,000	165,000
	\$ 841,116	\$ 968,765

Provisional payable consists of an amount that was negotiated by the Company during the 2018 year end on a contract that has had no activity. This amount has not been paid for a period of more than two years. Efforts to contact the counterparty have not been successful during this time.

10) Notes Payable

- a) The Company entered into unsecured, non interest bearing funding agreements for this asset (Note 8), for an aggregate balance of \$700,000. If twelve months following 1 January 2022 amounts remain outstanding, the Company may pay outstanding amounts in full with a 5% premium, by cash payment or by issuing common shares in the capital of the Company at an issue price equal to the 120-day volume weighted average price less a 20% discount. Repayment is due as follows:
1. 65% of amounts received from the asset to be disbursed to pay down each funder on a pro-rata basis until such time as the balance is repaid.
 2. Subsequent to repayment, the funders are entitled to a proportionate amount of 25% of amounts received from the asset until such time as the operations cease.
- b) The Company received funding agreements totaling \$760,000 on 28 February 2022 to fund the start up and operation of a sand and alluvial gold recovery project on the Malaguit River, Paracale Philippines (Note 5). In accordance with the KSA agreement, starting 11 June 2022, the Company is entitled to 100% of project net earnings of up to \$42,000 a month until receipt of \$800,000, after which the Company is entitled to 50% of the project net earnings.

These unsecured, non interest bearing notes are to receive \$40,000 a month on the commencement of operations under the KSA agreement until such a time that the principal is paid in full.

Subsequent to the repayment of the principal, funders are entitled to a participatory share equal to 12% of the Company's share of the project net earnings, for the duration of the KSA project.

On the event of default, the notes are convertible into common shares of the Company at an issue price equal to 80% of the 30-day average price.

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11) Short term loan

	31 January 2023	31 July 2022
Opening balance	\$ 102,320	\$ 200,000
Advances	179,500	100,075
Interest	4,333	7,411
Repayments	-	(205,167)
Ending balance	\$ 286,153	\$ 102,320

Included in the above table is a loan advanced to the Company of \$100,075 on 10 November 2021, by related parties consisting of the CEO and Executive VP of Operations. The loan incurs interest at 4% annually, calculated 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 and compounded monthly, are unsecured and have no fixed terms of repayment.

Included in the above table is a loan advanced to the Company of \$4,500 on 11 January 2023, by related parties consisting of the CEO. The loan is callable, incur interest at 7% annually, calculated monthly and compounded monthly, is unsecured and has no fixed terms of repayment.

12) Share capital

a) Authorized:

Unlimited common shares without par value.

b) During the six month period ended 31 January 2023:

During the period ended 31 January 2023 there were no changes to the Company's common shares.

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 five 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 2022 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.

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Stock option activities during the period ended 31 January 2023 and the year ended 31 July 2022 are as follows:

STOCK OPTION ACTIVITY	31 January 2023	Weighted Average Exercise Price	31 July 2022	Weighted Average Exercise Price
Balance - beginning of period	13,116,075	\$ 0.09	13,331,225	\$ 0.09
Granted	-	-	1,770,000	0.09
Expired	(4,081,650)	0.09	(1,885,150)	0.07
Cancelled	-	-	(100,000)	0.17
Balance - end of year	9,034,425	\$ 0.09	13,116,075	\$ 0.09

Details of stock options outstanding as at 31 January 2023 and 31 July 2022 are as follows:

Date of Grant	Expiry Date	Exercise Price	31 January 2023 Exercisable	31 January 2023 Outstanding	31 July 2022 Exercisable	31 July 2022 Outstanding
1 March 2019	1 March 2024	\$ 0.17	590,000	590,000	850,000	850,000
1 March 2019	23 February 2023	0.17	50,000	50,000	50,000	50,000
17 July 2020	17 July 2025	0.08	3,420,000	3,420,000	4,420,000	4,420,000
17 July 2020	23 February 2023	0.08	400,000	400,000	400,000	400,000
9 September 2020	9 September 2025	0.11	1,200,000	1,200,000	1,200,000	1,200,000
26 January 2021	26 January 2024	0.10	500,000	500,000	500,000	500,000
9 March 2021	9 March 2026	0.07	2,470,675	2,470,675	3,522,325	3,522,325
9 March 2021	23 February 2023	0.07	403,750	403,750	403,750	403,750
24 November 2021	24 November 2024	0.09	-	-	1,770,000	1,770,000
		\$ 0.09	9,034,425	9,034,425	13,116,075	13,116,075

The Company amended the expiration date for all options owned by an insider to 23 February 2023, one year after her departure. As at period end these options remain exercisable.

The outstanding options have a weighted average remaining life of 2.24 years (31 July 2022 – 2.49 years).

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d) Warrants

Warrant activities during the period ended 31 January 2023 and the year ended 31 July 2022 are as follows:

	Outstanding as at 31 January 2023	Weighted Average Exercise Price	Outstanding as at 31 July 2022	Outstanding Average Exercise Price
Balance - beginning of period	40,651,027	\$ 0.11	42,684,398	\$ 0.12
Issued	-	-	5,374,999	0.15
Exercised	-	-	(723,972)	0.10
Expired	(330,594)	0.10	(6,684,398)	0.25
Balance - end of period	40,320,433	\$ 0.13	40,651,027	\$ 0.11

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

	11 August 2021
Risk free interest rate	0.42%
Expected dividend yield	0.00%
Stock price	\$ 0.06
Expected stock price volatility (calculated monthly)	67%
Expected warrant life in years	1 year
Forfeiture rate	0%

Details of warrants outstanding as at 31 January 2023 and 31 July 2022 are as follows:

EXPIRY DATE	Exercise Price	31 January 2023 Exercisable	31 January 2023 Outstanding	31 July 2022 Exercisable	31 July 2022 Outstanding
11 August 2022	\$ 0.10	-	-	330,594	330,594
25 April 2023	0.15	462,100	462,100	462,100	462,100
17 June 2023	0.10	35,400,000	35,400,000	35,400,000	35,400,000
9 May 2024	0.16	4,458,333	4,458,333	4,458,333	4,458,333
	\$ 0.11	40,320,433	40,320,433	40,651,027	40,651,027

The outstanding warrants have a weighted average remaining life of 0.47 years (31 July 2022 - 0.97 years).

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e) Share-based payments

During the year ended 31 July 2022, the Company granted 1,770,000 (2021 - 7,714,925) incentive stock options to 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 \$0.09 (2021 - \$0.08) per share for a period of one year (2021 - three and five years) from the date of the grant. During the year ended 31 July 2022, the Company recognized \$35,759 (31 July 2021 - \$369,132) in share-based payments. There was no share based payments in the period ended 31 January 2023.

	31 January 2023	31 July 2022
Total Options Granted	-	1,770,000
Average exercise price	\$ -	\$ 0.09
Estimated fair value of compensation	\$ -	\$ 35,191
Estimated fair value per option	\$ -	\$ 0.02

During the period ended 31 January 2023 and the year ended 31 July 2022, the Company recognized share-based payments on vested options as follows:

	31 January 2023	31 July 2022
Total Options Vested	-	1,920,000
Average exercise price	\$ -	\$ 0.09
Estimated fair value of compensation	\$ -	\$ 35,759
Estimated fair value per option	\$ -	\$ 0.02

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:

	31 January 2023	31 July 2022
Total options vested	-	1,920,000
Risk free interest rate	-	0.90%
Expected dividend yield	-	0.00%
Stock price	\$ -	\$ 0.10
Expected stock price volatility (calculated monthly)	-	46%
Expected option life in years	-	1 year
Forfeiture rate	-	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.

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f) Non-controlling interest

As at 7 June 2021, 150,000 shares of Enercam Resources were transferred to a non-related party at a value of \$1 USD per share for a total value of \$186,930 (\$150,000 USD). This transaction was recorded as share based compensation during the year. Enercam Exploration maintains 87.5% ownership of Enercam Resources and recognized the difference between the value of NCI, which was at a nominal value, and the fair value of consideration received as contributed surplus as at 31 July 2021.

	31 January 2023	31 July 2022
Current assets	\$ 15,574	\$ 55,086
Non-current assets	151,154	128,088
Current liabilities	19,789	5,942
Non-current liabilities	371,721	462,701
Revenue	223,745	78,955
Profit (loss)	\$ (7,901)	\$ (40,631)

13) 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 ⁽ⁱ⁾ ⁽ⁱⁱ⁾	Share based payments ⁽ⁱ⁾	Amounts Payable ⁽ⁱⁱ⁾
Executive VP Operations	2023 Q2	\$ 51,858	\$ -	\$ 61,346
	2022 Q2	\$ 27,750	\$ -	\$ 182,246
CEO	2023 Q2	\$ 42,804	\$ -	\$ 347,620
	2022 Q2	\$ 31,246	\$ -	\$ 183,246
MNP LLP, a company in which the CFO is a Partner	2023 Q2	\$ 37,500	\$ -	\$ -
	2022 Q2	\$ 29,925	\$ -	\$ -
VP Exploration	2023 Q2	\$ 51,708	\$ -	\$ 57,486
	2022 Q2	-	\$ -	\$ -

⁽ⁱ⁾ For the period ended 31 January 2023 and 2022.

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

The total key management personnel compensation during the period ended 31 January 2023 was \$183,871 (2022 - \$88,921), represented by fees of \$183,871 (2022 - \$88,921), and \$nil (2022 - \$nil) in share-based payments. These fees have been recorded in professional and consulting fees, wages and benefits, and social development in the statements of loss and comprehensive loss.

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Included in the above table are short term loans advanced to the Company by related parties as described in Note 11.

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, 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.

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 the period ended 31 January 2023, there were no significant changes (31 July 2022 - no changes) in the processes used by the Company or in the Company's objectives and policies for managing its capital.

15) 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	Philippines	Singapore	Total
31 January 2023					
Current assets	\$ 131,000	\$ 30,000	\$ 72,000	\$ 1,000	\$ 234,000
Non-current assets	461,000	2,630,000	156,000	60,000	3,307,000
Total assets	592,000	2,660,000	228,000	61,000	3,541,000
Current liabilities	(1,724,000)	(83,000)	(780,000)	-	(2,587,000)
General and administrative expense	206,000	353,000	65,000	1,000	625,000
31 July 2022					
Current assets	\$ 418,000	\$ 150,000	\$ 190,000	\$ 2,000	\$ 760,000
Non-current assets	466,000	2,333,000	176,000	58,000	3,033,000
Total assets	884,000	2,483,000	366,000	60,000	3,793,000
Current liabilities	(1,634,000)	(64,000)	(833,000)	-	(2,531,000)
General and administrative expense	693,000	303,000	170,000	52,000	1,218,000

16) Comparative figures

Certain comparative figures have been reclassified to conform with current year financial statement presentation.

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17) Subsequent events

On 13 February 2023 the Company issued 326,896 shares at \$0.095 per share to settle outstanding interest in the amount of \$31,055 to creditors of the Company.

On 21 February 2023 a loan was advanced to the Company of \$51,000 by a related party. The loan is a demand loan without any standard monthly repayment and interest is calculated monthly at 7% per year.

On 3 March 2023 an insider exercised 70,000 options at an exercise price of \$0.07. The active trading price at the date of exercise is \$0.075.

On 15 March 2023 a consultant exercised 200,000 options at an exercise price of \$0.075. The active trading price at the date of exercise is \$0.08.

On 20 March 2023 an insider exercised 10,000 options at an exercise price of \$0.07. The active trading price at the date of exercise is \$0.08.