

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Angkor Gold Corp. (the "Corporation" or "Angkor")
1250, 639 - 5th Avenue SW
Calgary, AB, T2P 0M9

ITEM 2 Date of Material Change:

November 14, 2012

ITEM 3 News Release:

The news release was distributed on November 14, 2012 and filed on SEDAR on November 14, 2012.

ITEM 4 Summary of Material Change:

The Corporation announced that Stuart Ross has resigned from the Corporation's board of directors in order to focus on other interests.

ITEM 5 Full Description of Material Change:

The Corporation announced that Stuart Ross has resigned from the Corporation's board of directors in order to focus on other interests.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Mike Weeks, President
Telephone: (780) 568-3801
Email: mw@angkorgold.ca

ITEM 9 Date of Report:

DATED as of November 15, 2012.

The foregoing accurately discloses the material change referred to in this report.