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:

March 21, 2014

ITEM 3 News Release:

The news release was distributed on March 21, 2014 and filed on SEDAR on March 21, 2014.

ITEM 4 Summary of Material Change:

The Corporation announced that it has granted an aggregate of 395,000 incentive stock options under its stock option plan to certain of its key officers and to certain of its full-time contractors providing services in Cambodia.

ITEM 5 Full Description of Material Change:

The Corporation announced that it has granted an aggregate of 395,000 incentive stock options under its stock option plan to certain of its key officers and to certain of its full-time contractors providing services in Cambodia.

Each option each entitles the holder thereof to purchase one Common Share in the capital of Angkor for a period of three years at a price of $0.32 per share. 270,000 of the options will vest immediately upon granting. The remaining 125,000 of the options will vest in equal portions over a period of two years.

The stock options are not transferrable. The common shares issued upon exercise of the stock options will be subject to a four month resale restriction from the date of grant.

On March 21, 2014, the last day that the Company's common shares traded prior to the granting of the stock options, the closing trading price of the common shares on the TSX Venture Exchange was $0.32.

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 March 24, 2014

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