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:

April 14, 2014

ITEM 3 News Release:

The news release was distributed on April 14, 2014 and filed on SEDAR on April 14, 2014.

ITEM 4 Summary of Material Change:

The Corporation announced that it has entered into a definitive agreement with Tohui Beishan Property Group Holding Limited ("TG"), a corporation incorporated under the laws of Hong Kong, China.

ITEM 5 Full Description of Material Change:

The Corporation announced that it has entered into a definitive agreement with Tohui Beishan Property Group Holding Limited ("TG"), a corporation incorporated under the laws of Hong Kong, China. TG also brings a consortium of associates, including Beijing Explo-Tech Engineering Co., Ltd. ("BETEC"), and the China Chemical Geology and Mine Bureau Shandong Geological Prospecting Institute ("SGI").

The strategic alliance between ANGKOR and TG includes TG's ability to acquire up to 15.8 million shares of ANGKOR and up to 15% of the share capital of its wholly-owned Cambodian subsidiary, Angkor Gold Cambodia Ltd. ("AGC"), over the next 12 months.

The terms of the strategic alliance are as follows:

1. Private placement by TG of $2,250,000 for 7,900,000 units of ANGKOR, each unit consisting of one common share at a price of $0.285 per share and one non-transferrable warrant. Each warrant entitles the holder to purchase one additional common share of ANGKOR at an exercise price of $0.50 and is valid until June 30, 2015.

2. The issuance to TG of an option to purchase 15% of the shares of AGC at a price of $4,285,000 valid up to June 30, 2015 (the "AGC Option").

3. TG will be entitled to a seat on the Board of Directors of ANGKOR upon closing of the Transaction. TG has agreed that Jiancheng Peng, President of TG, shall be its nominee. TG will be entitled to nominate an additional individual to ANGKOR's Board of Directors upon TG's exercise of its ANGKOR warrants. All nominations and Board appointments shall be subject to the approval of the TSX Venture Exchange (the "Exchange").

4. TG will be entitled to a seat on the Board of Directors of AGC upon exercise of the AGC Option. TG has agreed that Jiancheng Peng shall be its nominee.

5. ANGKOR shall contract BETEC and SGI to complete specific exploration activities including, but not limited to, specific geophysical activities.

6. 80% of the proceeds of the transaction are to fund direct exploration activities in Cambodia.

The transaction is subject to a number of conditions, including, but not limited to, the prior approval of the Exchange.

Mike Weeks, CEO of ANGKOR commented on the new alliance, "We have been working on this transaction since last fall and are thrilled to have China's best exploration expertise available to fast-track our projects. TG along with their partners, BETEC and SI, bring a very large team of highly-skilled geophysicists, geologists, and specialized equipment to Cambodia and we look forward to collaborating with them to raise Angkor's projects to a whole new level. This transaction clearly confirms this as a 'country play'. It allows us to leverage our project generation model to maximize returns for our shareholders. We are very excited to partner with this consortium. "

Jiancheng Peng, President of Tohui Group further added, "We are impressed with the potential of ANGKOR's many projects, their high quality of government relations, and their work in community development. We are happy to bring some of China's best technical advisors to work with ANGKOR and increase the value of the company and the investment. Cambodia offers many large opportunities."

BETEC/SGI management is already assembling their team to be active in Cambodia on ANGKOR'S properties shortly. Equipment and resources are currently being mobilized to expand BETEC/SGI's technical capabilities on several of the licenses.

Finder's fees will be payable in connection with the transaction, subject to Exchange approval.

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 April 14, 2014

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