

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

1. **Name and address of the Company.**

Southeast Asia Mining Corp. (the "Company")  
130 Adelaide Street West, Suite 1010  
Toronto, Ontario M5H 3P5

2. **Date of Material Change.**

October 30, 2012.

3. **News Release.**

A press release disclosing the material change was released on October 30, 2012 through the facilities of Marketwire.

4. **Summary of Material Change.**

The Company is pleased to announce that it has received a resource estimate of 2,895,500 tonnes Indicated and 1,955,000 tonnes Inferred for the Boh Yai and Song Toh historical operating mines in Thailand.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. **Full Description of Material Change.**

A full description of the material change is contained under Item 4.

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

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Brian Jennings, President and CEO at 416 361-2810.

9. **Date of Report.**

This report is dated at Toronto, this 31<sup>st</sup> day of October, 2012.

**SOUTHEAST ASIA MINING CORP.**

Per: "Brian Jennings" (signed)  
Brian Jennings  
President and Chief Executive Officer

## SCHEDULE "A"



October 30, 2012

### **SOUTHEAST ASIA MINING CORP. REPORTS NI 43-101 COMPLIANT SILVER-LEAD-ZINC RESOURCE AT THE BOH YAI AND SONG TOH MINES IN THAILAND**

Toronto, Ontario - Southeast Asia Mining Corp. ("SEA" or the "Company") is pleased to announce that it has received a resource estimate of 2,895,500 tonnes Indicated and 1,955,000 tonnes Inferred for the Boh Yai and Song Toh historical operating mines in Thailand. The NI 43-101 compliant mineral resource was estimated by ACA Howe International Limited ("ACA Howe") using historical diamond drilling results that were verified by analyses of stored core and pulp samples.

A copy of the NI 43-101 Technical Report will be filed on SEDAR within 45 days of this news release. The mineral resources were estimated by Rick Parker, FGS, MIMMM C. Eng., Consulting Geologist with ACA Howe. Mr. Parker is a Qualified Person for the purposes of National Instrument 43-101 Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators, and has verified the data disclosed in this release.

The mineral resource is based on approximately 58,100 meters of historical diamond drilling at the Boh Yai and Song Toh mines. The mines were originally discovered by Cominco in 1948 and explored and operated by the German mining company Metalgesellschaft from 1969 to 1991 and subsequently by a private Thailand company Kemco until 2002 when they were closed due to depressed metal prices. Historically the mines processed approximately 5.4 million tonnes of ore at the 1,200 tpd flotation plant. The plant was refurbished in 2008 by SEA and its joint venture partner when approximately 60,000 tonnes of ore were processed. Historical exploration at the mines was limited during operations and the exploration potential within the mines along strike and to depth and the surrounding properties is considered excellent.

Brian Jennings CEO of SEA commented, "It is very exciting to establish a NI 43-101 compliant resource based on the historical mine data which substantiates the mining records and confirms the future operating potential. SEA is a private company planning to go public and recommence production at Song Toh and Boh Yai and conduct a modern day exploration program on the properties surrounding the historical mines. The resource estimate and the recently announced amended joint venture agreement are significant corporate accomplishments which support a listing of our shares on a recognized stock exchange and the mine permitting process."

The mineral resource block model estimates are outlined in the table below.

BOH YAI AND SONG TOH RESOURCES BY DEPOSIT (cut-off grade 3% Pbeq)						
DEPOSIT	CLASS	TONNES	Pbeq, %	Pb, %	Zn, %	Ag, g/t
BOH YAI	INDICATED	2,138,100	8.96	3.12	3.30	73.84
SONG TOH SW	INDICATED	318,200	6.23	2.84	0.25	87.27
SONG TOH CAMP	INDICATED	439,200	9.69	6.29	1.42	56.13
TOTAL	INDICATED	2,895,500	8.77	3.57	2.68	72.63
BOH YAI	INFERRED	1,643,000	7.19	2.36	3.36	44.10
SONG TOH SW	INFERRED	179,000	7.58	4.70	0.05	78.35
SONG TOH CAMP	INFERRED	133,000	13.67	7.80	3.53	68.40
TOTAL	INFERRED	1,955,000	7.67	2.95	3.07	48.89

Notes:

- Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
- The database used by ACA Howe for the resource estimate contains 3,914 Pb, Zn and Ag assay results from 551 surface and underground diamond drill holes (total of 58,078 metres). Samples were assayed historically by the mine laboratory at Song Toh with check samples by SGS. A representative number of core and pulp samples that were analysed in 2012 by ALS provided verification of the historical assays.
- Lead Equivalent - Pbeq - was calculated using prices of US\$0.93/lb lead, US\$0.90/lb zinc, and US\$ 23.03/oz silver, (with no provision for metallurgical recoveries). The formula used was  $Pbeq\% = Pb\% + 0.962Zn (\%) + 0.0360Ag (g/t)$ . Small discrepancies may exist due to rounding errors.
- Mineralised domains were modelled with the aid of drill results and detailed interpretations of geology recorded on historical plans. A total of 42 individual domains was identified, including 28 at the Boh Yai deposit 9 at the Song Toh SW deposit and 5 at the Song Toh Camp deposit.
- Micromine block models with block cell dimensions of 4.0 metres and sub blocks of 2.0 metres were coded to reflect surface topography and geology. Metal values from 1.0 metre drill composites were interpolated to block models using Inverse Distance Squared weighting ( $IDW^2$ ) according to parameters and search ellipsoids established from analysis of the variography within each domain. A three-pass approach was used to interpolate metal into the blocks. A density factor of  $2.9 t/m^3$  was assigned to all mineralized domains based on historical measurements of specific gravity. For resource classification, 2 drill holes with 3 composites and a search distance less than the range were required for Indicated category, remaining blocks were assigned to Inferred category.

## **About Southeast Asia Mining Corp.**

Southeast Asia Mining Corp. is a junior exploration and mining company focused in Thailand. The Company has a joint venture agreement whereby it has an option to earn an 80% interest in the mining lease applications of the two historical operating Song Toh and Boh Yai silver-lead-zinc mines, flotation plant and equipment. The Song Toh and Boh Yai mines operated from 1969 to 2002 and processed approximately 5.4 million tonnes of ore at its 1,200 tpd flotation plant. The mines were closed in 2002 due to depressed metal prices. The Company also has a 100% interest in three special prospecting licenses (1,308 hectares) and seven special prospecting licence applications (4,400 hectares) surrounding the Song Toh and Boh Yai mines and two special prospecting license applications (2,878 hectares) for copper-gold exploration in the Province of Lopburi and Nakon Sawan within the area of the Loei-Phetchabun Gold Belt.

As part of the recent restructuring of the Company, renegotiating the joint venture agreement and completing the NI 43-101 compliant resource the Company is in the process of settling contractual commitments and accounts payable in exchange for 2,052,192 common shares and issued directors, management, and consultants 2,325,000 stock options pursuant to its stock option plan. Subsequent to settling accounts payable and contractual commitments, the Company will have 28,580,807 shares issued and outstanding.

For more information, please contact:

Brian Jennings, President and CEO at 416 361-2810 or [bjennings@seasiamining.com](mailto:bjennings@seasiamining.com)

*Statements in this release that are forward-looking reflect the Company's current views and expectations with respect to its performance, business, and future events. Such statements are subject to various risks and assumptions, some, but not necessarily all, are disclosed elsewhere in the Company's disclosure filings with Canadian securities regulators. Such statements and information contained herein represent management's best judgment as of the date hereof based on the information currently available; however actual results and events may vary significantly. The Company does not assume the obligation to update any forward-looking statement.*