

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.**

February 7, 2013.

3. **News Release.**

A press release disclosing the material change was released on February 13, 2013 through the facilities of Marketwire.

4. **Summary of Material Change.**

The Company closed the second tranche of its previously announced brokered private placement of unsecured convertible debentures for additional gross proceeds of \$55,860.

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 15th day of February, 2013.

SOUTHEAST ASIA MINING CORP.

Per: "Johnny Oliveira" (signed)
Johnny Oliveira
Chief Financial Officer



February 13, 2013

**SOUTHEAST ASIA ANNOUNCES BOARD CHANGES AND CLOSES SECOND
TRANCHE OF PRIVATE PLACEMENT OF UNSECURED CONVERTIBLE
DEBENTURES**

Toronto, Ontario – Southeast Asia Mining Corp. (the “Company”) is pleased to announce the appointment of Mr. Steve McIntyre, Mr. James Fairbairn, and Mr. Steve Norregaard to the Board of Directors, and Mr. Chris Irwin as Corporate Secretary.

Brief biographies of the new directors and officers are as follows:

Steve McIntyre - Mr. McIntyre has more than 30 years of experience in the mining and mineral exploration business and was most recently Chairman and Director of Trelawney Mining and Exploration Inc. which was acquired in June 2012 by IAMGOLD. Steve also has in excess of 10 years of experience with Noranda Mines Ltd. and 20 years as an officer and director of junior mineral exploration companies, including Dumont Nickel Inc., Northwest Explorations Inc., Timmins Nickel Inc., Vedron Gold, and Northern Gold Mining Inc.

James Fairbairn - Mr. Fairbairn is a Chartered Accountant with over 20 years of experience in junior mining exploration and finance administration. Mr. Fairbairn also recently received his Institute of Corporate Directors certification and will Chair the Company’s Audit Committee.

Steve Norregaard - Mr. Norregaard is a qualified Mining Engineer, holder of a First Class Mine Manager's Certificate of Competency, and is a member of the Australian Institute of Mining and Metallurgy. Steve has in excess of 20 years of experience in contracting and managing gold, nickel, copper, lead, zinc and silver mining projects throughout Australia and Canada. Highlights of his career include Head of Underground Mining at Macmahon Holding Limited, one of Australia's leading mining contracting firms, Managing Director of Western Australian based Tectonic Resources NL and most recently Chief Operating Officer of Trelawney Mining and Exploration Inc. acquired in June 2012 by IAMGOLD. Steve currently holds the position of Managing Director of Red 5 Limited, an ASX listed company mining and exploring for gold in the Philippines.

Chris Irwin – Mr. Irwin practices securities and corporate/commercial law and has been the Managing Partner of Irwin Lowy LLP since January 2010, prior thereto he was President of Irwin Professional Corporation since August, 2006. He advises a number of public companies, boards of directors, and independent committees on a variety of issues. Mr. Irwin is a director and/or officer of several public companies including: Laramide Resources Ltd., Roscan Minerals Corp., and Canada Lithium Corp. Mr. Irwin was most recently served as a director of Trelawney Mining and Exploration Inc.



The Company also announces that it has accepted the resignations of Denis Clement and John Cullen from the Board of Directors of the Company effective January 23, 2013. Mr. Clement and Mr. Cullen have served as Directors of the Company since its incorporation in 2006. The Board of Directors and management of the Company would like to thank both Mr. Clement and Mr. Cullen for their valuable contributions and dedication over the past several years.

The Company is pleased to announce that it closed the second tranche of its previously announced private placement of unsecured convertible debentures (the “Debentures”) as set out in the Company’s press release dated November 21, 2012 for combined total gross proceeds of \$983,156 for the first and second tranche. Tranche two consisted of additional gross proceeds of \$55,860. On the maturity date, each Debenture will be convertible into units (each, a “Unit”) of the Company at a price of \$0.35 per Unit prior to June 30, 2013 and at a price of \$0.30 per Unit thereafter. Each Unit consists of one common share (each, a “Common Share”) in the capital of the Company and one-half of a Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.50 per Common Share in the event that the maturity date is prior to June 30, 2013, and at a price of \$0.40 in the event the maturity date is after June 30, 2013 for a period of two years from the maturity date. The maturity date is the earlier of: the date the Company receives approval for the listing of its Common Shares on a recognized stock exchange; the date upon which a change of control occurs; and December 31, 2014. The rate of interest on the Debentures is 20% per annum, payable quarterly in equal instalments on March 31, June 30, September 30 and December 31 of each year in cash or Common Shares, at the option of the Company.

The Debentures are subject to a statutory four-month hold period from the date of issuance.

The Company has issued 900,000 incentive stock options to directors, officers and consultants of the Company pursuant to its Stock Option Plan.

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 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 producing 520,000 tonnes of Pb and Zn concentrates 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. 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 Nakhon Sawan within the area of the Loei-Phetchabun Gold Belt.



For more information, please contact:

Brian Jennings, President and CEO at 416 361-2810 or 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.