SOUTHEAST ASIA MINING CORP.

Unaudited Interim Consolidated Financial Statements

For the three month periods ended
March 31, 2013 and 2012

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim consolidated financial statements of Southeast Asia Mining Corp., are the responsibility of the management and Board of Directors of the Company.

The unaudited interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the unaudited interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Brian Jennings"
Brian Jennings
Chief Executive Officer

"Johnny Oliveira"
Johnny Oliveira
Chief Financial Officer

NOTICE TO READER
The accompanying unaudited interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited interim consolidated statements for the three month periods ended March 31, 2013 and 2012 have not been reviewed by the Company's auditors.

The accompanying notes are an integral part of these unaudited interim consolidated financial statements

Southeast Asia Mining Corp.
Unaudited Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	March 31, 2013	December 31, 2012
	$	$
Assets		
Current Assets		
Cash and cash equivalents *(Note 5)*	**212,204**	408,316
Trade and other receivables *(Note 6)*	**146,908**	156,741
Prepaid expenses *(Note 7)*	**54,359**	39,158
	413,471	604,215
Restricted cash *(Note 5)*	**73,785**	90,814
Property, plant and equipment *(Note 8)*	**19,194**	17,924
	506,450	712,953
Liabilities		
Current Liabilities		
Trade and other payables *(Notes 10 and 11)*	**691,385**	733,908
Convertible debentures *(Note 16)*	**991,256**	924,611
	1,682,641	1,658,519
Shareholders' Deficiency		
Capital stock *(Note 12)*	**18,403,198**	18,403,198
Shares to be issued *(Note 12)*	**48,966**	-
Reserve for warrants *(Note 13)*	**818,000**	818,000
Reserve for share based payments *(Note 15)*	**1,248,914**	1,000,914
Accumulated other comprehensive loss	**(17,270)**	(23,858)
Accumulated deficit	**(21,677,999)**	(21,143,820)
	(1,176,191)	(945,566)
	506,450	712,953

Nature of Operations and Going Concern (Note 1)
Commitments and Contingencies (Note 17)
Segmented Information (Note 18)
Subsequent Events (Note 19)

Approved on behalf of the Board of Directors on May 24, 2013:

"James Patterson" (signed)
Director

"James Fairbairn" (signed)
Director

Southeast Asia Mining Corp.

Unaudited Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

Three month periods ended March 31,	**2013**	2012
	$	$
Expenses		
Share based payments *(Note 14)*	**248,000**	-
Exploration and evaluation expenditures *(Note 9)*	**99,299**	319,534
Management and consulting fees	**69,710**	57,000
Financing costs (Note 16)	**59,751**	-
Office and general	**39,940**	39,365
Professional fees	**15,418**	67,225
Shareholders information and regulatory costs	**2,061**	4,809
Travel	**-**	5,498
Net loss	**(534,179)**	(493,431)
Other Comprehensive loss		
Exchange difference on translation of foreign subsidiary	**6,588**	2,754
Total comprehensive loss	**(527,591)**	(490,677)
Basic and diluted loss per share	**(0.02)**	(0.02)
Weighted average number of shares outstanding:		
Basic and diluted (000's)	**31,618**	26,529

Southeast Asia Mining Corp.
Unaudited Interim Consolidated Statements of Changes in Equity (Deficiency)
(Expressed in Canadian Dollars)

	Capital Stock		Reserves					
	Number of shares	Amount	Warrants	Share-based payments	Shares to be issued	Accumulated other comprehensive loss	Accumulated deficit	Total
Balance at January 1, 2012	26,528,615	$ 17,379,802	$ 804,000	$ 648,407	$ -	$ (14,720)	$ (17,777,657)	$ 1,039,832
Foreign exchange on translation of foreign subsidiary	-	-	-	-	-	2,754	-	2,754
Net loss for the period	-	-	-	-	-	-	(493,431)	(493,431)
Balance at March 31, 2012	26,528,615	$ 17,379,802	$ 804,000	$ 648,407	$ -	$ (11,966)	$ (18,271,088)	$ 549,155
Shares issued for settlement of trade and other payables	1,052,192	210,438	-	-	-	-	-	210,438
Shares issued for non-cash consideration	4,037,022	812,958	-	-	-	-	-	812,958
Warrants issued on convertible debenture private placement	-	-	14,000	-	-	-	-	14,000
Conversion component of convertible debenture	-	-	-	5,507	-	-	-	5,507
Share based payments	-	-	-	347,000	-	-	-	347,000
Foreign exchange on translation of foreign subsidiary	-	-	-	-	-	(11,892)	-	(11,892)
Net loss for the period	-	-	-	-	-	-	(2,872,732)	(2,872,732)
Balance at December 31, 2012	**31,617,829**	**$ 18,403,198**	**$ 818,000**	**$ 1,000,914**	**$ -**	**$ (23,858)**	**$ (21,143,820)**	**$ (945,566)**
Interest expense for shares to be issued	**-**	**-**	**-**	**-**	**48,966**	**-**	**-**	**48,966**
Share based payments	**-**	**-**	**-**	**248,000**	**-**	**-**	**-**	**248,000**
Foreign exchange on translation of foreign subsidiary	**-**	**-**	**-**	**-**	**-**	**6,588**	**-**	**6,588**
Net loss for the period	**-**	**-**	**-**	**-**	**-**	**-**	**(534,179)**	**(534,179)**
Balance at March 31, 2013	**31,617,829**	**$ 18,403,198**	**$ 818,000**	**$ 1,248,914**	**$ 48,966**	**$ (17,270)**	**$ (21,677,999)**	**$ (1,176,191)**

Southeast Asia Mining Corp.
Unaudited Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

Three month periods ended March 31,	**2013**	2012
Operating activities	**$**	$
Net loss for the period	**(534,179)**	(493,431)
Non-cash items:		
Share based payments	**248,000**	-
Accretion expense	**10,785**	-
Amortization	**1,602**	683
Unrealized foreign exchange loss	**731**	1,270
Net Change in non-working capital:		
Prepaid expenses	**(15,201)**	(5,696)
Trade and other receivables	**9,833**	(7,415)
Trade and other payables	**6,443**	37,274
Cash used in operating activities	**(271,986)**	(467,315)
Financing activities		
Proceeds from issuance of convertible debt	**55,860**	-
Cash provided from financing activities	**55,860**	-
Investing activities		
Purchase of property, plant and equipment	**(2,872)**	(8,921)
Restricted cash	**17,029**	-
Cash provided from (used in) investing activities	**14,157**	(8,921)
Decrease in cash and cash equivalents	**(201,969)**	(476,236)
Foreign exchange gain on cash held in foreign currency	**5,857**	1,485
Cash and cash equivalents, beginning of period	**408,316**	1,493,750
Cash and cash equivalents, end of period	**212,204**	1,018,999

1. NATURE OF OPERATIONS AND GOING CONCERN

Southeast Asia Mining Corp. ("Southeast Asia", "SEA" or "the Company") was incorporated on August 18, 2006 under the Canada Business Corporations Act. Its principal business activity is that of mineral exploration and development in Thailand.

Southeast Asia is pursuing exploration opportunities in Thailand. The recovery of expenditures on mineral properties will be dependent upon the existence of economically recoverable mineralization, the ability of Southeast Asia to obtain financing necessary to complete the exploration and the development of the mineral properties, and upon future profitable production or alternatively, on the sufficiency of proceeds from disposition.

The Company is in the process of exploring and evaluating its mineral properties. On the basis of information to date, it has not yet determined whether these properties contain economically recoverable mineral deposits. The underlying value of the mineral properties is entirely dependent on the existence of economically recoverable reserves, securing and maintaining title and beneficial interest, the ability of the Company to obtain the necessary financing to complete development, and future profitable production.

At March 31, 2013 the Company had a working capital deficiency of $1,269,170 (December 31, 2012 – $1,054,304) including convertible debentures or a working capital deficiency of $277,914 (December 31, 2012 – $129,693) excluding convertible debentures, had not yet achieved profitable operations, has accumulated losses of $21,677,999 (December 31, 2012 – $21,143,820) and expects to incur further losses in the development of its business, all of which casts substantial doubt upon the Company's ability to continue as a going concern. Southeast Asia will require additional financing in order to conduct its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due.

These unaudited interim financial statements have been prepared on a going-concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern.

In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements.

2. BASIS OF PREPARATION

2.1 Statement of compliance

These unaudited interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

2.2 Basis of presentation

These unaudited interim consolidated financial statements were authorized by the Board of Directors of the Company on May 24, 2013.

The notes herein include only significant transactions and events occurring since the Company's last fiscal year end and are not fully inclusive of all matters required to be disclosed in the annual audited consolidated financial statements. Accordingly, these unaudited interim consolidated financial statements should be read in conjunction with our most recent annual audited financial statements for the year ended December 31, 2012.

2. BASIS OF PREPARATION (continued)

2.2 Basis of presentation (continued)

New standards, interpretations and amendments adopted by the Company
The accounting policies adopted in the preparation of the interim consolidated financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2012, except for the adoption of new standards and interpretations effective as of January 1, 2013.

2.3 Use of management estimates, judgments and measurement uncertainty

The preparation of these financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Such estimates primarily relate to unsettled transactions and events as at the date of the financial statements. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to recoverability of trade and other receivables, valuation of deferred income tax amounts and the calculation of share-based payments and warrants. Significant estimates and judgments made by management in the preparation of these financial statements are outlined below:

Calculation of share based payments and warrants
The Black-Scholes option pricing model is used to determine the fair value for the share based payments and warrants and utilizes subjective assumptions such as expected price volatility and expected life of the option or warrant. Discrepancies in these input assumptions can significantly affect the fair value estimate.

Income taxes
Tax interpretations, regulations and legislation in the various jurisdictions in which the Company and its subsidiaries operate are subject to change and interpretation. As such, income taxes are subject to measurement uncertainty. The Company follows the liability method for calculating deferred taxes. Assessing the recoverability of deferred tax assets requires the Company to make significant estimates related to the expectations of future cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the deferred tax assets and liabilities recorded at the statement of financial position date could be impacted. Additionally, changes in tax laws could limit the ability of the Company to obtain tax deductions in the future.

Functional Currency
The determination of the Company's functional currency requires analyzing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires the Company to apply significant judgment since primary and secondary factors may be mixed. In determining its functional currency the Company analyzed both the primary and secondary factors, including the currency of the Company's operating costs in Canada and Thailand, and sources of equity financing.

2.4 Adoption of new and revised standards and interpretations

New standards and interpretations adopted
The Company applies, for the first time, certain standards and amendments that require restatement of previous financial statements. These include IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 13 Fair Value Measurement and amendments to IAS 1 Presentation of Financial Statements. As required by IAS 34, the nature and effect of these changes are disclosed below. In addition, the application of IFRS 12 Disclosure of Interests in Other Entities would result in additional disclosures in the annual consolidated financial statements.

2. BASIS OF PREPARATION (continued)

2.4 Adoption of new and revised standards and interpretations (continued)

***New standards and interpretations adopted* (continued)**

Several other new standards and amendments apply for the first time in 2013. However, they do not impact the annual consolidated financial statements of the Company or the interim consolidated financial statements of the Company.

The nature and impact of each new standard/amendment is described below:

- IAS 1 *Presentation of Items of Other Comprehensive Income – Amendments to IAS.* The amendments to IAS 1 introduce a grouping of items present in other comprehensive income (OCI). Items that could be reclassified (or recycled) to profit and loss at a future point in time (e.g., net gain on hedge of net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) now have to be presented separately from items will never be reclassified (eg. actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendment affected presentation only and had no impact on the Company's financial position of performance.

- IAS 1 *Clarification of the requirement for comparative information (Amendment).* The amendment to IAS 1 clarifies the difference between voluntary additional comparative information and the minimum required comparative information. An entity must include the comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The additional voluntarily comparative information does not need to be presented in a complete set of financial statements.

- IFRS 10 *Consolidated Financial Statements and* IAS 27 *Separate Financial Statements* IFRS 10 establishes a single control model that applies to all entities including special purpose entities. IFRS 10 replace the parts of previously existing IAS 27 Consolidated and Separate Financial Statements that dealt with consolidated financial statements and SIC-12 Consolidation – Special Purpose Entities. IFRS 10 changes the definition of control such that an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. To meet the definition of control in IFRS 10, all three criteria must be met, including: (a) an investor has power over the investee; (b) the investor has exposure, or rights, to variable returns from its involvement with the investee; and (c) the investor has the ability to use its power over the investee to affect the amount of the investors returns. IFRS 10 had no impact to the Company.

- IFRS 11 *Joint Arrangements and IAS 28 Investments in Associates and Joint Ventures.* IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC-13 Jointly Controlled Entities-Non-monetary Contributions by Venturers. IFRS 11 removes the option to account for jointly controlled entities (JCEs) using the proportionate consolidation. Instead, JCEs that meet the definition of a joint venture under IFRS 11 must be accounted for using the equity method. The application of IFRS 11 has no impact to the Company.

- IFRS 12 *Disclosure of Interests in Other Entitie*s. IFRS 12 sets out the requirement for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. None of these disclosure requirements are applicable for the interim consolidated financial statements, unless significant events and transactions in the interim period requires that they are provided. Accordingly, the Company has not made such disclosures.

- IFRS 13 *Fair Value Measurement.* IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The application of IFRS 13 has not impacted the fair value measurements carried out by the Company.

2. BASIS OF PREPARATION (continued)

2.4 Adoption of new and revised standards and interpretations (continued)

New standards and interpretations to be adopted in future

At the date of authorization of these Financial Statements, the IASB and IFRIC has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods and which the Company has not early adopted these standards, amendments and interpretations. However, the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company.

- IFRS 9 *'Financial Instruments: Classification and Measurement'* – effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.

- IAS 32 '*Financial instruments, Presentation'* – In December 2011, effective for annual periods beginning on or after January 1, 2014, IAS 32 was amended to clarify the requirements for offsetting financial assets and liabilities. The amendments clarify that the right of offset must be available on the current date and cannot be contingent on a future date.

3. CAPITAL MANAGEMENT

The Company considers its capital to be equity, which is comprised of capital stock, reserve accounts, accumulated other comprehensive loss, and accumulated deficit, which as at March 31, 2013 was a deficiency of $1,176,191 (December 31, 2012 - $945,566). The Company's capital structure is adjusted based on the funds available to the Company such that it may continue exploration and development of its properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business.

The Company's properties are in the exploration and development stage and, as a result, the Company currently has no source of operating cash flow. The Company intends to raise such funds as and when required to complete its projects. There is no assurance that the Company will be able to raise additional funds on reasonable terms. The only sources of future funds presently available to the Company are through the exercise of outstanding stock options or warrants, the sale of equity capital of the Company or the sale by the Company of an interest in any of its properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three month period ended March 31, 2013. The Company is not subject to externally imposed capital restrictions.

4. FINANCIAL INSTRUMENTS

Fair value hierarchy and fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data.

The Company has designated its cash and cash equivalents as FVTPL, which are measured at fair value and are based on Level 1 measurements.

As at March 31, 2013, the carrying and fair value amounts of the Company's other financial instruments are approximately equivalent due to the relatively short periods to maturity of these investments.

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates are subject to and involve uncertainties and matters of significant judgment, therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

i) Credit risk

Credit risk is the risk of loss associated with a counter-party’s inability to fulfill its payment obligations. The credit risk is attributable to various financial instruments, as noted below. The credit risk is limited to the carrying value amount carried on the statement of financial position.

a. **Cash and cash equivalents** – Cash and cash equivalents are held with major Canadian and Thai banks and therefore the risk of loss is minimal.

b. **Trade and other receivables** – The Company is not exposed to significant credit risk as this amount is due from the Canadian and Thai governments.

The Company’s maximum exposure to credit risk as at March 31, 2013 is the carrying value of cash and cash equivalents and trade and other receivables.

ii) Liquidity risk

The Company’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they become due. As at March 31, 2013, the Company had a working capital deficiency of $1,269,170 (December 31, 2012 – $1,054,304) including convertible debentures or a working capital deficiency of $277,914 (December 31, 2012 – $129,693) excluding convertible debentures. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of Southeast Asia may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Company to forfeit some or all of its interests and reduce or terminate its operations therein.

4. FINANCIAL INSTRUMENTS (continued)

iii) Interest rate risk

The Company is not exposed to significant interest rate price risk due to the short-term nature of its monetary assets and liabilities. Cash not required in the short term, is invested in short-term guaranteed investment certificates, as appropriate.

iv) Currency risk

The Company's functional currencies are Canadian dollar and the Thai Baht ("BAHT") and major purchases are transacted in Canadian dollars and BAHT. The Corporation funds major operations and exploration expenses in Thailand, therefore the Company maintains BAHT bank accounts in Thailand. Management believes that foreign currency risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

The table below summarizes the effects on foreign exchange gains and losses as a result of a 10% change in the value of the foreign currencies against the Canadian dollar where the Company has significant exposure. The analysis assumes all other variables remain constant.

	Effect of a 10% increase in foreign exchange rates on translation of investments in foreign monetary assets	Effect of a 10% decrease in foreign exchange rates on translation of investments in foreign monetary assets
Thai Baht	$ 13,000	$ (13,000)

5. CASH AND CASH EQUIVALENTS

The balance at March 31, 2013, consists of $212,204 (December 31, 2012 - $408,316) on deposit with major Canadian and Thai banks and $73,785 (December 31, 2012 - $90,814) in restricted term deposits which have been pledged as collateral for certain property licenses that are restricted until the Company completes certain exploration commitments.

6. TRADE AND OTHER RECEIVABLES

	As at,	
	March 31, 2013	December 31, 2012
Taxes recoverable	**$ 140,635**	$ 140,591
Other	**6,273**	16,150
Total Trade and Other Receivables	**$ 146,908**	$ 156,741

At March 31, 2013, the Company anticipates full recovery of these amounts and therefore no impairment has been recorded against these receivables. The credit risk on the receivables has been further discussed in Note 4.

The Company holds no collateral for any receivable amounts outstanding as at March 31, 2013.

7. PREPAID EXPENSES

	As at,	
	March 31, 2013	December 31, 2012
Insurance	**$ 19,900**	$ 26,730
Various deposits	**34,459**	12,428
Total Prepaid expenses	**$ 54,359**	$ 39,158

(Expressed in Canadian Dollars)

8. PROPERTY, PLANT AND EQUIPMENT

	Office Equipment	Furniture and Fixtures	Computer Equipment	Leasehold Improvement	Total
	$	$	$	$	$
Cost					
As at January 1, 2012	1,665	4,226	3,210	-	9,101
Additions	5,192	3,443	3,697	1,643	13,975
As at December 31, 2012	**6,857**	**7,669**	**6,907**	**1,643**	**23,076**
Additions	**590**	**1,700**	**470**	**112**	**2,872**
As at March 31, 2013	**7,447**	**9,369**	**7,377**	**1,755**	**25,948**
Accumulated depreciation					
As at January 1, 2012	189	623	418	-	1,230
Depreciation expense	1,064	1,455	1,126	277	3,922
As at December 31, 2012	**1,253**	**2,078**	**1,544**	**277**	**5,152**
Depreciation expense	**539**	**576**	**469**	**18**	**1,602**
As at March 31, 2013	**1,792**	**2,654**	**2,013**	**295**	**6,754**
Net book value					
As at December 31, 2012	5,604	5,591	5,363	1,366	17,924
As at March 31, 2013	**5,655**	**6,715**	**5,364**	**1,460**	**19,194**

9. EXPLORATION AND EVALUATION PROPERTIES

For the three month periods ended March 31, 2013 and 2012, all of the Companies exploration and evaluation expenditures were spent on the Song Toh and Boh Yai mining lease permit renewal and exploration expenditures on its special prospecting licences.

During the three month periods ended March 31, 2013 and 2012, exploration and evaluation expenditures on the Company's properties were as follows:

Three months ended March 31,	**2013**	2012
	$	$
Exploration and evaluation expenditures	**99,299**	319,534
Total exploration and evaluation expenditures	**$ 99,299**	$ 319,534

Joint Venture Agreement

On November 27, 2006, Southeast Asia Exploration and Mining Company Limited ("SEAM") on behalf of the Company entered into an Agreement with Kanchanaburi Exploration and Mining Co. ("Kemco") and Boh Yai Mining Company Limited ("BYMC"), both companies incorporated and operating pursuant to the laws of Thailand, whereby SEAM obtained an exclusive right to acquire an 80 percent equity interest in Kemco and BYMC upon commencement of commercial production at the historical operating mines, Song Toh and Boh Yai. Under the terms of the Agreement, SEAM paid US$1,000,000 and committed to provide Kemco and BYMC with the expertise and funds necessary to rehabilitate and commence the ore stockpile production at the historical mine site.

9. EXPLORATION AND EVALUATION PROPERTIES (continued)

Under the terms of the November 27, 2006 Agreement, SEAM was required to pay Kemco upon the commencement of commercial production the greater of US$2 million or 20 percent of the net profits annually for the first five years and 20 percent of the net profits annually thereafter.

Following a period of inactivity from April 2009 to December 2010 and upon the Company reacquiring control of SEAM in December 2010, negotiations were entered into with Kemco and BYMC to reconfirm SEAM's interest in the project. On March 1, 2011 a new Agreement was entered into which essentially confirmed all of the terms and conditions of the November 27, 2006 Agreement except for the following additional provisions:

a) SEAM agreed to compensate Kemco and BYMC a total of $6.4 million BAHT as compensation for their terminated employees. $4.0 million BAHT was paid upon execution of the agreement and $2.6 million BAHT on June 1, 2011,

b) SEAM agreed to pay $200,000 BAHT monthly as compensation for Kemco and BYMC salaried employees commencing January 1, 2011,

c) SEAM agreed to pay for an Environmental and Health Impact Assessment which is required to be filed with the Thai government as part of the mine permitting process,

d) The Company agreed to raise a minimum US$2.0 million, and

e) Kemco acknowledged that SEAM's commitment to refurbish the Song Toh floatation plant and complete the processing of an ore stockpile was satisfied.

Amended Joint Venture Agreement

On October 15, 2012, SEA and its wholly controlled subsidiaries SEAM and Southeast Asia Mining Company Limited ("SEAMC") entered into an amended joint venture agreement ("Amended JVA") with Mr. Pornnaret Klipbua ("Pornnaret"), Kanchanaburi Exploration and Mining Company Limited ("KEMCO") and Boh Yai Mining Company Limited ("BYMC") for the Property which replaced all prior agreements. Under the terms of the Amended JVA, SEA can earn its 80% interest in the mining lease applications by exercising the first and second option. In connection with executing the Amended JVA, SEA made a USD$48,528 payment on signing the Amended JVA and made payment of USD$16,176 on closing of the first option to its joint venture partner as compensation for the current mine staff.

First Option
SEA may exercise the first option by making a payment of USD$500,000 and issuing 3,000,000 Common Shares to its joint venture partner prior to December 13, 2012 for the exclusive right to exercise the second option detailed below. On December 13, 2012 SEA exercised the first option.

Second Option
SEA may exercise the second option by making a USD$2,500,000 payment to its joint venture partner on July 11, 2013. Upon making the payment, SEA will have earned an 80% interest in the mining lease applications and will assume operatorship of the project. The mining lease applications will be effectively transferred to Southeast Asia Mining Co, Ltd. ("SEAMC") which is controlled 80% by SEA and 20% by its joint venture partner, Pornnaret.

Production Payments
In order to maintain its 80% ownership interest in the Property, SEA is required to make the following production payments:

- Upon completion of the first complete calendar year following the commencement of commercial production at the Boh Yai mine, SEA must pay USD$600,000 and 20% of any net profits in excess of USD$2,000,000;

(Expressed in Canadian Dollars)

9. EXPLORATION AND EVALUATION PROPERTIES (continued)

- Upon completion of the second and third complete calendar years following the commencement of commercial production at the Boh Yai mine, SEA must pay the greater of USD$2,000,000 or 20% of the net profits;
- Upon completion of the fourth complete calendar year following the commencement of commercial production at the Boh Yai mine, SEA must pay USD$400,000 and 20% of any net profits in excess of USD$2,000,000; and

- Upon completion of the fifth complete year following the commencement of commercial production at the Boh Yai mine, SEA must pay 20% of any net profits in excess of USD$2,000,000 and thereafter 20% of net profits.

Equipment Option
In addition to the option to earn an 80% interest in the Property, SEA has been granted the option to earn an 80% interest in a flotation plant, buildings and equipment by making installment payments to its joint venture partner totaling USD$1,400,000. The installment payments are as follows:

Date	Amount
October 15, 2013 to June 15, 2015	USD$5,823 per month
July 15, 2015	USD$377,709
August 15, 2015 to December 15, 2015	USD$6,470 per month
January 15, 2016	USD$467,648
February 15, 2016 to June 15, 2016	USD$6,470 per month
July 15, 2016	USD$367,650

On the date that is six months following the receipt of a mining permit at the Boh Yai mine, the remaining installment payments are due. Upon making the total payment of USD$1,400,000 the equipment will be transferred to SEAMC. In the event that SEA fails to make an equipment option payment, the option to acquire the equipment shall terminate.

Included in Mining and Exploration Costs are exploration rights, referred to as Special Prospecting Licenses (“SPL”), which are held by SEAM in the area of the Song Toh and Boy Yai historical mines. As of March 31, 2013, SEAM held three such SPLs.

10. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly. Compensation awarded to key management includes the following:

		March 31, 2013		March 31, 2012
Balances:				
Short-term employee benefits - cash	**$**	**84,000**	$	81,000
Share based payments		**193,000**		-
Total compensation to key management	**$**	**277,000**	$	81,000

At March 31, 2013, included in trade and other payables is $118,000 (December 31, 2012 - $163,000) due to these key management personnel.

(Expressed in Canadian Dollars)

11. TRADE AND OTHER PAYABLES

Trade and other payables of the Company are principally comprised of amounts outstanding for trade purchases relating to exploration activities and amounts payable for operating and financing activities. The usual credit period taken for trade purchases is between 30 to 90 days.

The following is an aged analysis of the trade and other payables:

	As at,			
	March 31, 2013		December 31, 2012	
Less than one month	**$**	**18,369**	$	88,800
Over one month		**673,016**		645,108
Total Trade and Other Payables	**$**	**691,385**	$	733,908

12. CAPITAL STOCK

The Company is authorized to issue an unlimited number of common shares without par value. The issued and outstanding common shares consist of the following:

	No. of Shares		Amount
Balance at January 1, 2012	26,528,615	$	17,379,802
Shares issued for debt	1,052,192		210,438
Shares issued for non-cash consideration	4,000,000		800,000
Shares issued for interest on convertible bonds	37,022		12,958
Balance at December 31, 2012 and March 31, 2013	**31,617,829**	**$**	**18,403,198**

Year ended December 31, 2012

On November 5, 2012, the Company issued 1,052,192 shares to settle $210,438 in outstanding accounts payable. The shares were issued at a price of $0.20 which represents the fair value of the shares on the date of settlement.

On December 4, 2012 the Company issued 3,000,000 shares as part of the first option of its joint venture agreement with Kemco (see note 10). The shares were issued at a price of $0.20 which represents the fair value of the shares on the date of issuance.

On December 17, 2012 the Company issued 1,000,000 shares to the CEO of the Company for services provided. The shares were issued at a price of $0.20 which represents the fair value of the shares on the date of settlement.

On December 31, 2012 the Company issued 37,022 shares to various bond holders as settlement of interest accrued on the convertible debenture up to December 31, 2012. The shares were issued at a price of $0.35 which represents the fair value of the shares on the date of settlement.

Shares to be issued

As of March 31, 2103 the Company incurred interest expense on the convertible debenture up to March 31, 2013 of $48,966. Subsequent to year end (see note 19), 139,892 shares were issued to various bond holders as settlement of interest owing. The shares were issued at a price of $0.35 which represents the fair value of the shares on the date of settlement.

(Expressed in Canadian Dollars)

13. RESERVE FOR WARRANTS

The following table reflects the continuity of warrants for the three month period ended March 31, 2013 and year ended December 31, 2012.

	Number of Warrants	Amount $
Balance – January 1, 2012	9,805,764	804,000
Agent warrants issued (i)	179,040	14,000
Balance – December 31, 2012 and March 31, 2013	**9,984,804**	**818,000**

(i) The agent's warrants were issued pursuant to the private placement of debentures described in Note 16 and have a fair value of $14,000, which was estimated using the Black-Scholes option pricing model and the following assumptions:

Risk-free interest rate	1.06%	Expected volatility	100%
Dividend yield	nil	Expected life-units	2 years

Warrants to purchase common shares carry exercise prices and terms to maturity at March 31, 2013 are as follows:

Exercise price $	Number of outstanding warrants exercisable warrants	Expiry date
0.35	179,040	December 2014
0.28	8,521,542	3 years post liquidity event***
0.20*	856,148	3 years post liquidity event***
0.28**	428,074	3 years post liquidity event***

* These are broker warrants which are issuable for one common share and ½ purchase share warrant
** To be issued upon exercise of broker warrants
*** These warrants are exercisable for three years from the date the shares are listed on a recognized Canadian stock exchange.

14. SHARE BASED PAYMENTS

The Company has an incentive stock option plan ("the Plan") whereby the Company can grant to directors, officers, employees and consultants options to purchase shares of the Company. The Plan provides for the issuance of stock options to acquire up to 10% of the Company's issued and outstanding capital. The Plan is a rolling plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding capital stock increases.

The Plan provides that it is solely within the discretion of the Board to determine who will receive stock options and in what amounts. In no case (calculated at the time of grant) shall the Plan result in:

- The aggregate number of options granted in a 12-month period to any one individual exceeding 5% of the outstanding shares of the Company;
- The maximum number of options which may be reserved for issuance to insiders of the Company shall not exceed 10% of the outstanding shares of the Company;
- The maximum number of options which may be issued to any insider of the Company, together with any previously established or proposed share compensation arrangements, within a 12-month period shall not exceed 5% of the outstanding shares of the Company.
- The maximum number of options, which may be issued to insiders of the Company, together with any previously established or proposed share compensation arrangements within a 12-month period shall not exceed 10% of the outstanding shares of the Company.

(Expressed in Canadian Dollars)

14. SHARE BASED PAYMENTS (continued)

As at March 31, 2013, the Company had 136,783 (December 31, 2012 – 836,783) options available for issuance under the plan. Summary of stock option activity is as follows:

	Number of stock options issued and exercisable	Weighted average exercise price
Beginning, January 1, 2012	-	$ -
Granted	2,325,000	$ 0.20
Ending, December 31, 2012	**2,325,000**	**$ 0.20**
Expired/retracted	**(200,000)**	**$ 0.20**
Granted	**900,000**	**$ 0.25**
Ending, March 31, 2013	**3,025,000**	**$ 0.21**

The weighted average remaining contractual life for outstanding options is as follows:

Price Range	Number of Options issued and exercisable	Weighted Average Remaining Life (years)	Weighted Average Exercise Price
$0.20	2,125,000	4.57	$ 0.20
$0.25	900,000	4.87	$ 0.25
$0.20 - $0.25	3,025,000	4.66	$ 0.21

The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the stock-based compensation for the stock options granted during the three month period ended March 31, 2013:

	February 12, 2013
Number of options granted	900,000
Weighted average information	
Exercise Price	$0.25
Risk-free interest rate	1.46%
Expected life	5 years
Expected volatility	100%
Vesting	100% immediately
Expected dividends	0
Fair value of options granted	$ 248,000
Total share based payments	$ 248,000

(Expressed in Canadian Dollars)

14. SHARE BASED PAYMENTS (continued)

The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the stock-based compensation for the stock options granted during the year ended December 31, 2012:

	October 26, 2012
Number of options granted	2,325,000
Weighted average information	
Exercise Price	$0.20
Risk-free interest rate	1.39%
Expected life	5 years
Expected volatility	100%
Vesting	100% immediately
Expected dividends	0
Fair value of options granted	$ 347,000
Total share based payments	$ 347,000

The weighted average grant-date fair value of options granted during the three month period ended March 31, 2013 is $0.28 (December 31, 2012 - $0.20) per option issued.

15. RESERVE FOR SHARE BASED PAYMENTS

A summary of the changes in the Company's reserve for share based payments for the three month period ended March 31, 2013 and year ended December 31, 2012 is set out below:

	March 31, 2013	December 31, 2012
	Amount ($)	Amount ($)
Balance at beginning of period/year	**1,000,914**	648,407
Share based payments	**248,000**	347,000
Conversion component of convertible debt	**-**	5,507
Balance at the end of period/year	**1,248,914**	1,000,914

16. CONVERTIBLE DEBENTURES

On December 7, 2012, and February 13, 2013 the Company closed the first and second tranches respectively of its brokered private placement of unsecured convertible debentures for gross proceeds of $983,156. These Debentures were issued at a 2% discount to face value. Therefore, face value of these debentures issued was $1,003,220. On the maturity date, each Debenture will be convertible into units 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 in the capital of the Company and one-half of a Common Share purchase 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 installments on March 31, June 30, September 30 and December 31 of each year in cash or Common Shares, at the option of the Company.

(Expressed in Canadian Dollars)

16. CONVERTIBLE DEBENTURES (continued)

In consideration of the services rendered by the Agent, the Agent received a cash commission of $90,283. The Agent also received 179,040 broker warrants. Each Broker Warrant entitles the Agent to purchase one Common Share at a price of $0.35 per Common Share for a period of 24 months from the closing of the private placement and had a value of $14,000 (see note 13). The total cost of $104,283 has been expensed for the year ended December 31, 2012.

The debenture is classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debenture being less than face value. The discount is being accreted over the term of the debenture utilizing the effective interest rate method at a 25% discount rate.

The following table reflects the continuity of convertible debt for the three month period ended March 31, 2013 and the year ended December 31, 2012.

	March 31, 2013	December 31, 2012
	Amount ($)	Amount ($)
Balance at beginning of period/year	**924,611**	-
Debentures issued	**55,860**	921,789
Accretion expense	**10,785**	2,822
Balance at the end of period/year	**991,256**	924,611

During the three month period ended March 31, 2013, the accrued an interest expense of $48,966 (2012 - $Nil) on these convertible debentures.

17. COMMITMENTS AND CONTINGENCIES

Environmental Contingencies

The Company's exploration activities are subject to certain international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

18. SEGMENTED INFORMATION

Operating Segments

At March 31, 2013, the Company's operations comprise a single reporting operating segment engaged in mineral exploration in Thailand. The Company's corporate division only earns revenues that are considered incidental to the activities of the Company and therefore does not meet the definition of an operating segment as defined in IFRS 8 *'Operating Segments'*. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent operating segment amounts.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker; and
- for which discrete financial information is available.

(Expressed in Canadian Dollars)

18. SEGMENTED INFORMATION (continued)

Geographic Segments

Southeast Asia is in the business of mineral exploration and production in the country of Thailand. As such, management has organized the Company's reportable segments by geographic area. The Thailand segment is responsible for that country's mineral exploration and production activities while the Canadian segment manages corporate head office activities. Information concerning Southeast Asia's reportable segments is as follows:

		March 31, 2013		December 31, 2012
Consolidated net loss				
Canada	**$**	**409,764**	$	2,593,644
Thailand		**124,415**		772,519
		534,179		3,366,163
Identifiable assets				
Canada		**247,370**		441,212
Thailand		**259,080**		271,741
		506,450		712,953

19. SUBSEQUENT EVENTS

On April 16, 2013 the Company issued 139,892 shares to various bond holders as settlement of all interest accrued on the convertible debenture up to March 31, 2013 of $48,966. The shares were issued at a price of $0.35 which represents the fair value of the shares on the date of settlement.

On April 23, 2013, the Company engaged Jennings Capital Inc. ("Jennings") to lead a brokered private placement to raise, on a best efforts agency basis, a minimum of $6,000,000 through the issue of special warrants ("Special Warrants"), at a price of $0.50 per Special Warrant. Each Special Warrant will entitle the holder thereof to receive, without payment of any additional consideration, one Unit to be issued from treasury of the Company (the "Units") upon the exercise of the Special Warrants. The Special Warrants will be exercised or deemed exercised by the holders thereof at any time on or before 5:00 p.m. on the earlier of:

(a) the date the Special Warrant is exercised at the election of the holder; and

(b) the listing of shares on a recognized exchange

Each Unit will be comprised of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each full warrant may be exercised for $0.65 for one Common Share for a period of three years from the date that the common shares are listed on a recognized exchange. The closing of the Offering is anticipated to be on or about June 5, 2013.

The Company will make commercially reasonable efforts to obtain a listing of the Common Shares on a recognized exchange and obtain a final receipt for a short form prospectus qualifying the distribution of the Common Shares and the Warrants issuable upon conversion of the Special Warrants no later than thirty (30) days after the Closing Date. In the event that a final receipt for the short form prospectus is not obtained within thirty (30) days after the Closing Date, each subscriber of Special Warrants shall be entitled to receive in respect of each Special Warrant purchased, without the payment of any additional consideration and without any further action on the part of the holder thereof, an additional 0.10 of the securities underlying each Special Warrant purchased by such holder.

The proceeds from the sale of the Special Warrants will be used by the Company to make payments pursuant to the Company's joint venture agreement, mine permitting, pre-production design and engineering, exploration data compilation, drilling and geophysical surveys at or near the Song Toh and Boh Yai mines, and for general working capital purposes.

Jennings will be paid a cash commission equal to 7% of the aggregate gross proceeds of the Offering, and will be issued broker warrants equal to 7% of the number of Special Warrants issued to qualified investors.