

Form 51-102F3
MATERIAL CHANGE REPORT

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

Southeast Asia Mining Corp. (the “Company”)
365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

2. **Date of Material Change**

February 3, 2014.

3. **News Release.**

A press release disclosing the material change was released on February 3, 2014 through the facilities of Marketwire.

4. **Summary of Material Change**

The Company was granted an extension for the payment of the second option pursuant to its joint venture agreement to July 15, 2014.

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) 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 at (416) 361-2810.

9. **Date of Report.**

This report is dated at Toronto, this 5th day of February, 2014.

SOUTHEAST ASIA MINING CORP.

Per: “Brian Jennings” (Signed)
Brian Jennings
President



SCHEDULE "A"

February 3, 2014

SOUTHEAST ASIA MINING CORP. ANNOUNCES THE EXTENSION OF SECOND OPTION PAYMENT PURSUANT TO ITS JOINT VENTURE AGREEMENT

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT AUTHORIZED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

Toronto, Ontario – Southeast Asia Mining Corp. ("SEA" or the "Company") is pleased to announce that its joint venture partner has agreed to an extension of the second option payment from January 31, 2014 to July 15, 2014 as required pursuant to its Joint Venture Agreement. SEA may exercise the second option by making a USD\$2,500,000 payment to its joint venture partner prior to July 15, 2014. 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 a newly incorporated company, Southeast Asia Mining Company Limited which is controlled 80% by SEA and 20% by its joint venture partner.

The Company continues to focus on potential strategic relationships with multiple parties and will continue to monitor the availability of traditional equity financing.

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 silver-lead-zinc mines (Song Toh and Boh Yai), flotation plant and equipment. The mines were operated by Cominco in 1948, explored and operated by the German mining company Metalgesellschaft to 1990, and subsequently by a Thai private 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 1,000 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 completed a NI 43-101 compliant Preliminary Economic Assessment for the historical operating Song Toh and Boh Yai deposits which indicated a pre-tax NPV of \$88.8 million and an IRR of 148% for 100% of the historical mines. 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.

For more information, please contact:

Brian Jennings, President CEO and CFO 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.