

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**

November 23, 2015.

3. **News Release.**

A press release disclosing the material change was released on November 23, 2015, through the facilities of Marketwired.

4. **Summary of Material Change**

The Company announced the signing of an Agreement with Metal Tiger plc (“**Metal Tiger**”). The Agreement provides for Metal Tiger to earn 100% ownership of the exploration applications in Nakon Sawan, Lopburi and Chanthaburi Provinces subject to a Joint Venture Agreement entered into between the Company and Metal Tiger on October 27, 2014, and amended on October 2, 2015, and an option to purchase all of the Company’s remaining exploration assets and subsidiaries located 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) 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) 616-4230.

9. **Date of Report.**

This report is dated at Toronto, this 27th day of November, 2015.

SOUTHEAST ASIA MINING CORP.

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



SCHEDULE "A"

SOUTHEAST ASIA SIGNS AGREEMENT WITH METAL TIGER PLC

Toronto, Ontario – November 23, 2015 - Southeast Asia Mining Corp (“**SEA**” or the “**Company**”) is pleased to announce the signing of a an Agreement with Metal Tiger plc (“**Metal Tiger**”), a London Stock Exchange listed (LON:MT) natural resources company focused on the mining sector. The Agreement provides for Metal Tiger to earn 100% ownership of the exploration applications in Nakon Sawan, Lopburi and Chanthaburi Provinces subject to a Joint Venture Agreement entered into between SEA and Metal Tiger on October 27, 2014, and amended on October 2, 2015 (the “**JV Buyout**”), and an option to purchase all of the Company’s remaining exploration assets and subsidiaries located in Thailand (the “**Thailand Asset Acquisition Option**”). More information on Metal Tiger can be found at www.metaltigerplc.com.

The JV Buyout

Metal Tiger will pay SEA US\$50,000 (US\$10,000 paid) for 100% ownership of the exploration applications and/or licenses in Nakon Sawan, Lopburi and Chanthaburi Provinces subject to a Joint Venture Agreement entered into between SEA and MT on October 2, 2015.

Metal Tiger will also pay SEA US\$30,000 to be used to advance certain exploration applications and to hold a shareholders meeting of the Company during the term of the Thailand Asset Acquisition Option outlined below.

Thailand Asset Acquisition Option

SEA has granted Metal Tiger an exclusive option to purchase all of the Company’s remaining exploration assets and subsidiaries located in Thailand until February 15, 2016. The significant terms of the Thailand Asset Acquisition Option are as follows:

- Upon exercising the Thailand Asset Acquisition Option metal Tiger will pay SEA US\$200,000 and issue to SEA Metal Tiger shares valued at \$US300,000 The price per Metal Tiger share will be determined using the volume weighted average price (“**VWAP**”) of MT shares for the 14 day period preceding the date the shareholders of SEA approve the Thailand Asset Acquisition Option. Metal Tiger will also pay SEA the cash value of deposits made by the Company with the Thailand mining authorities for mining applications estimated to be approximately US\$45,000 (the “**First Option**”).
- Upon receipt of an exploration permit on a particular SEA exploration application, Metal Tiger will pay SEA within 30 days \$US100,000 and issue SEA warrants to purchase Metal Tiger shares equal to the number of shares issued pursuant to the First Option with a three year term from the date of the First Option and an exercise price of two times the price the shares are issued pursuant to the First Option.



- Closing of the First Option is conditional on SEA obtaining shareholder approval for the Thailand Acquisition Option, the Thailand subsidiaries entering agreements with its creditors to meet certain minimum working capital thresholds, and Metal Tiger completing due diligence.

SEA would also like to announce that it has issued 194,656 shares of the Company as consideration for interest on its convertible debentures and issued 833,749 units of the Company for the conversion of \$245,000 principal amount of its convertible debentures. Each unit consists of one common share and one-half of a common share purchase warrant which will entitle the holder thereof to purchase one common share to December 31, 2016. All other debenture holders entered into Acknowledgement, Forbearance & Direction Agreements whereby the holders have agreed to waive the right to all dividend payments and to negotiate in good faith to amend certain terms of the convertible debenture.

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.

For further information please contact:

Southeast Asia Mining Corp.

Brian Jennings

President, CEO and CFO

Tel: (416) 616-4230

Email: bjennings@seasiamining.com

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