



MANAGEMENT INFORMATION CIRCULAR
As at December 7, 2015

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF SOUTHEAST ASIA MINING CORP. (the “Corporation”) of proxies to be used at the annual and special meeting of shareholders of the Corporation to be held on Tuesday, January 12, 2016 at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1 at the hour of 10:00 a.m. (Eastern time), and at any adjournment or postponement thereof (the “**Meeting**”) for the purposes set out in the enclosed notice of meeting (the “**Notice**”). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Corporation’s proxy solicitation materials (the “**Meeting Materials**”) to the beneficial owners of the common shares of the Corporation (the “**Common Shares**”) held of record by such parties. The Corporation may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Corporation. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Corporation in favour of the matters set forth in the Notice.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers or directors of the Corporation. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO** either by inserting such person’s name in the blank space provided in the accompanying form of proxy or by completing another proper form of proxy and, in either case, delivering the completed proxy to the Corporation’s registrar and transfer agent TMX Equity Transfer Services (the “**Transfer Agent**”), at its offices located at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 by mail or by fax at (416) 595-9593 so it is received on or before 10:00 a.m. (Eastern time) on Friday, January 8, 2016 or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting. **Each shareholder is entitled to appoint a person to represent such shareholder at the Meeting, who need not be one of the persons named in the accompanying form of proxy.**

A proxy must be signed in writing or, subject to the means of electronic signature permitting a reliable determination that the document was created or communicated by or on behalf of the shareholder or the attorney, as the case may be, by electronic signature by the shareholder or an attorney who is authorized by a document that is signed in writing or by electronic signature or, if the shareholder is a body corporate, by an officer or attorney of the body corporate duly authorized.

In addition to any other manner permitted by law, a shareholder may revoke a proxy before it is exercised by depositing an instrument in writing signed by the shareholder or by the shareholder’s attorney authorized in writing at the registered office of the Corporation at any time up to and including the last business day preceding the date of the Meeting or any adjournment or postponement thereof at which the proxy is to be used, or with the chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof, or any other manner permitted by law.

A registered shareholder, or a non-objecting beneficial owner (“**NOBO**”) whose name has been provided to the Transfer Agent, will appear on a list of shareholders prepared by the Transfer Agent for the purposes of the Meeting. A registered shareholder or NOBO attending the Meeting has the right to vote in person and if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment or postponement thereof.

EXERCISE OF DISCRETION BY PROXIES

Proxies received in favour of management will be voted and, where a choice is specified, will be voted in accordance with the choice so specified in the proxy. **WHERE NO CHOICE IS SPECIFIED, THE PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR THE ITEMS OF BUSINESS AS SET OUT IN THE NOTICE AND AS STATED ELSEWHERE IN THIS CIRCULAR.**

The enclosed form of proxy also confers discretionary authority upon the persons named therein with respect to any amendments or variations to the matter identified in the accompanying Notice, and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his or her judgement may determine. **HOWEVER, IF OTHER MATTERS WHICH ARE NOT PRESENTLY KNOWN TO THE MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSON OR PERSONS VOTING THE PROXY.** As of the date of this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the accompanying Notice.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered shareholders of the Corporation, NOBOs or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a Non-Registered Holder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”)) of which the Intermediary is a participant. Non-Registered Holders do not appear on the list of the shareholders of the Corporation maintained by the Transfer Agent. In accordance with the requirements of NI 54-101 the Corporation will have distributed copies of the Meeting Materials to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward the meeting materials to Non-Registered Holders. Non-Registered Holders, other than NOBOs, will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

A. *Voting Instruction Form.* In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder.

Or,

B. *Form of Proxy.* Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must complete the form of proxy and deposit it with the Transfer Agent, as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided.

NON-OBJECTING BENEFICIAL OWNERS

These Meeting Materials are being sent to both registered shareholders and Non-Registered Holders of Common Shares. If you are a Non-Registered Holder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding the common shares on your behalf) has assumed responsibility for (i) delivering these Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the voting instructions form or form of proxy delivered to you.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As of December 7, 2015 (the “**Record Date**”), there were a total of 33,277,585 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only registered Shareholders of Common Shares as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Shareholder and proxy holder will have one vote and, on a poll, every Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the Corporation’s directors and executive officers, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

No director or executive officer of the Corporation who was a director or executive officer at any time since the beginning of the Corporation’s last financial year, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors (the “**Board**”), the matters to be brought before the Meeting are those matters set forth in the accompanying Notice.

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited, consolidated financial statements of the Corporation for the year ended December 31, 2014 and 2013 and the report of the auditors shall be placed before the Shareholders at the Meeting. No vote will be taken on the financial statements. The financial statements and additional information concerning the Corporation are available under the Corporation’s profile at www.sedar.com.

2. ELECTION OF DIRECTORS

The Board currently consists of five directors to be elected annually. The following table states the names of the persons nominated by management for election as directors, any offices with the Corporation currently held by them, their principal occupations or employment, the period or periods of service as directors of the Corporation and the approximate number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Corporation	Principal Occupation	Served as Director of the Corporation since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Brian Jennings Ontario, Canada President, Chief Executive Officer, Chief Financial Officer and Director of the Corporation	President, Chief Executive Officer, Chief Financial Officer and Director of the Corporation	November 25, 2011	1,000,000	3.0%
James Fairbairn ⁽²⁾⁽³⁾ Ontario, Canada Director	Self-employed, Chartered Accountant	February 12, 2013	42,882	0.1%
Stephen McIntyre ⁽²⁾⁽³⁾ Ontario, Canada Director	Self-employed Consultant	February 12, 2013	310,240	0.9%
Johannes Stig Norregaard ⁽³⁾ Western Australia, Australia Director	Self-employed Consultant	February 12, 2013	Nil	Nil
James Patterson ⁽²⁾ British Columbia, Canada Director	Self-employed Consultant	September 24, 2006	218,191	0.6%

Notes:

- (1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.

The term of office of each director will be from the date of the meeting at which he is elected until the next annual meeting, or until his successor is elected or appointed.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

Corporate Cease Trade Orders or Bankruptcies

Other than as set out below, no proposed director, within 10 years before the date of this Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an “**Order**”) and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Patterson was a director of the Corporation when cease trade orders were issued by the Ontario Securities Commission, the British Columbia Securities Commission, the Alberta Securities Commission and the Manitoba Securities Commission on May 15, May 4, May 13 and August 18, 2009, respectively. The cease trade orders had been issued as the result of the Corporation’s failure to file its annual audited financial statements, the related management’s discussion and analysis (“**MD&A**”) and the required

CEO and CFO certificates (the “**Certificates**”) by the filing deadline of April 30, 2009, as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* and in the case of Alberta, for failure to file its interim financial statements, the related MD&A and Certificates for the three month period ended March 31, 2009 in addition to the year-end December 31, 2008.

Other than as set forth below, no proposed director, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Jennings was formerly a chief financial officer and secretary of Glendale International Corp. (“**Glendale**”), from May 2007 to May 2009. On January 19, 2010, Glendale filed a voluntary assignment in bankruptcy under the *Bankruptcy and Insolvency Act* (Canada), approximately eight months following Mr. Jennings’ resignation.

Personal Bankruptcies

None of the directors have, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. APPOINTMENT OF AUDITORS

At the request of management of the Corporation, McCarney Greenwood LLP, Chartered Accountants were terminated as auditors of the Corporation. The directors of the Corporation appointed McGovern, Hurley, Cunningham, LLP, Chartered Accountants, as auditors of the Corporation effective November 27, 2014, to fill the vacancy created thereby. Shareholders are being asked to confirm the actions of the Board and appoint McGovern, Hurley, Cunningham, LLP, Chartered Accountants as auditors of the Corporation to hold office until the next annual meeting of Shareholders. McCarney Greenwood LLP, Chartered Accountants, were first appointed as the Corporation’s auditors on January 11, 2012.

UNLESS THE SHAREHOLDER DIRECTS THAT HIS OR HER COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN CONNECTION WITH THE CONFIRMATION APPOINTMENT OF AUDITORS, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE APPOINTMENT OF MCGOVERN, HURLEY, CUNNINGHAM, LLP, CHARTERED ACCOUNTANTS, AS THE AUDITORS OF THE CORPORATION UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION.

In accordance with the provisions of NI 51-102, annexed to this Circular as Appendix “B”, is the requisite reporting package, including the notice of the Corporation to McCarney Greenwood LLP, Chartered Accountants and McGovern, Hurley, Cunningham, LLP, Chartered Accountants stating that there are no reportable events and the letters of McCarney Greenwood LLP, Chartered Accountants and McGovern, Hurley, Cunningham, LLP, Chartered Accountants to the Alberta Securities Commission, the British Columbia Securities Commission, the Manitoba Securities Commission, the Ontario Securities Commission and the Financial and Consumer Affairs Authority, Saskatchewan Financial Services Commission.

4. APPROVAL OF SALE

Shareholders are being asked to consider and, if deemed advisable, pass, with or without variation, a resolution (the “**Sale Resolution**”) authorizing the Corporation to sell all, or substantially all, of the property of the Corporation, namely its, direct and indirect, interests in various mineral rights and assets located in Thailand. A copy of the Sale Resolution is annexed as Exhibit “A” to the Notice.

Background

Metal Tiger plc (“**Metal Tiger**”) and the Corporation entered into a joint venture agreement (the “**Joint Venture Agreement**”) on October 27, 2014, which was amended on October 2, 2015. Under the terms of the Joint Venture Agreement, Metal Tiger was granted, among other things, an option to acquire all of the Corporation’s interest in various mineral licence applications in the Provinces of Nakon Sawan, Lopburi and Chanthaburi in Thailand. Metal Tiger elected to exercise the option to indirectly acquire these applications through the purchase of two subsidiaries held by the Corporation. In connection with the exercise of the option, Metal Tiger, the Corporation and Southeast Asia & Mining Company Limited entered into an acquisition agreement dated November 13, 2015 (the “**SEAM Acquisition Agreement**”) which, in addition to the exercise of the original option contained in the Joint Venture Agreement, grants a further option (the “**Thailand Acquisition Option**”) to Metal Tiger to purchase the balance of the Corporation’s remaining exploration assets and subsidiaries located in Thailand.

Material Terms of the SEAM Acquisition Agreement

The material terms of the SEAM Acquisition Agreement are summarized below. A copy of the SEAM Acquisition Agreement has been filed under the Corporation’s profile on SEDAR at www.sedar.com and is deemed incorporated by reference into this Circular. This summary discussion is qualified in its entirety by the provisions of the SEAM Acquisition Agreement.

Assets to be Sold

The assets (“**Assets**”) subject to the SEAM Acquisition Agreement consists of the Corporation’s interest in the following:

- (a) The shares of Southeast Asia Exploration & Mining Company Limited (“**SEAM**”), a company registered under the laws of Thailand, which holds seven (7) Special Prospecting Licence Applications (“**SPLAs**”), a renewal license of an Exploration Prospecting Licence Application (“**EPLA**”) and geological data relating to the previous mining, development and exploration activities conducted in Thailand;
- (b) The shares of Southeast Asia Resources Company Limited (“**SEAR**”), a company registered under the laws of Thailand; and
- (c) Southeast Asia Mining Company Limited (“**SEAMC**”), a company registered under the laws of Thailand, which holds one (1) Mining Licence Application (“**MLA**”).

Exercise Price

Under the terms of the SEAM Acquisition Agreement the Corporation has granted Metal Tiger the Thailand Acquisition Option, which grants Metal Tiger the right to purchase all of the Corporation’s remaining exploration assets and subsidiaries located in Thailand until February 15, 2016. The significant terms of the Thailand Acquisition Option are as follows:

- Upon exercising the Thailand Acquisition Option, Metal Tiger will pay the Corporation US\$200,000 and issue to the Corporation ordinary shares in the capital of Metal Tiger (“**Metal Tiger Shares**”) valued at US\$300,000. The price per Metal Tiger Share will be determined using the volume weighted average price (“**VWAP**”) of Metal Tiger Shares for the 14 day period preceding the date the shareholders of the Corporation approve the Thailand Acquisition Option. Metal Tiger will also pay the Corporation the cash value of deposits made by the Corporation 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 exploration application of the Corporation, Metal Tiger will pay the Corporation, within 30 days, US\$100,000 and issue the Corporation warrants to purchase Metal Tiger Shares equal to the number of Metal Tiger 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 Metal Tiger Shares are issued pursuant to the First Option.
- Closing of the First Option is conditional on the Corporation 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 its due diligence.

Shareholder Approval

The Assets may constitute the sale of all, or substantially all, of the property of the Corporation. As a result, Section 189(3) of the *Canada Business Corporations Act* (the “CBCA”) requires the Corporation to obtain the approval of the sale by the Shareholders. The Sale Resolution requires the approval of two-thirds of all votes cast at the Meeting.

Recommendation of the Board

The Board has unanimously approved the Sale and believe that the Sale is in the best interests of the Corporation and that the Sale is fair to Shareholders. **Accordingly, the Board unanimously recommends that Shareholders allow for the completion of the Sale by approving the Sale Resolution.**

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE SALE OF THE ASSET UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

DISSENT RIGHTS

The following description of the right to dissent to which registered Shareholders of the Corporation are entitled is not a comprehensive statement of the procedures to be followed by a dissenting Shareholder who is qualified in its entirety by the reference to the full text of the Section 190 of the CBCA. A dissenting Shareholder who intends to exercise the right to dissent should carefully consider and comply with the provisions of the CBCA. Failure to adhere to the procedures established therein may result in the loss of all rights thereunder. Accordingly, each dissenting Shareholder who might desire to exercise dissent rights should consult their own legal advisor.

Only registered Shareholders of the Corporation may dissent. Persons who are beneficial owners of Common Shares of the Corporation registered in the name of a broker, dealer, bank, trust company or other nominee who wish to dissent, should be aware that they may only do so through the registered owner of such Common Shares of the Corporation. A registered Shareholder of the Corporation, such as a broker, who holds Common Shares of the Corporation as nominee for beneficial holders, some of whom wish to dissent, must exercise the dissent right on behalf of such beneficial owners with respect to all of the Common Shares held for such beneficial owners. In such case, the demand for dissent should set forth the number of Common Shares of the Corporation covered by it.

Dissenting Shareholders must provide a written objection to the Sale Resolution to the Corporation prior to the Meeting. A dissenting Shareholder may dissent only with respect to all of the Common Shares of the Corporation held by such dissenting Shareholder or on behalf of any one beneficial owner and registered in the dissenting Shareholder’s name. No Shareholder of the Corporation who has voted in favour of the Sale Resolution shall be entitled to dissent with respect to the Sale.

The above summary does not purport to provide a comprehensive statement of the procedures to be followed by dissenting Shareholders who seek payment of the fair value of their Common Shares of the Corporation. Section 190 of the CBCA requires adherence to the procedures established therein and failure to do so may result in the loss of all rights thereunder. Accordingly, dissenting Shareholders who might desire to exercise the right to dissent and appraisal should carefully consider and comply with the provisions of Section 190 of the CBCA and consult their own legal advisors.

EXECUTIVE COMPENSATION

Under applicable securities legislation, the Corporation is required to disclose certain financial and other information relating to the compensation of its Chief Executive Officer, Chief Financial Officer and all of the other most highly compensated executive officers of the Corporation who meet the applicable disclosure threshold (collectively, the “**Named Executive Officers**”). A summary of salary and other annual compensation earned by the Named Executive Officers for the most recently completed financial year, the year ended December 31, 2014, and, the year ended December 31, 2013 is set out in the “Summary Compensation Table”. Other than the Chief Executive Officer and Chief Financial Officer, there are no other executive officers, or individuals acting in similar capacity of the Corporation that would otherwise qualify for inclusion in the discussions below.

Principles of Executive Compensation

The Corporation believes in linking an individual's compensation to his or her performance and contribution as well as to the performance of the Corporation as a whole. The primary components of the Corporation's executive compensation are base salary and option-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Corporation's executive compensation program:

1. align interest of executives and shareholders;
2. attract and motivate executives who are instrumental to the success of the Corporation and the enhancement of shareholder value;
3. pay for performance;
4. ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Corporation's long term value; and
5. connect, if possible, the Corporation's employees into principles 1 through 4.

Compensation Discussion and Analysis

The Board is responsible for the Corporation's compensation policies and practices. The Board has the responsibility to review and make recommendations to the directors concerning the compensation of the directors and the Named Executive Officers, including the Chief Executive Officer, within the constraints of the agreement described under "Employment Contracts and Termination and Change of Control Benefits". The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan. The Board also reviews and approves the hiring of executive officers.

As of the date of this Circular, the Board had not, collectively, considered the implications of any risks associated with policies and practices regarding compensation of its directors or executive officers.

The Corporation does not prohibit its Named Executive Officers or directors from purchasing financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officers or directors.

Base Salary

The Compensation Committee and the Board approve the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Corporation's peer group is also accumulated from a number of external sources including independent consultants. The Corporation's policy for determining salary for executive officers is consistent with the administration of salaries for all other employees.

Annual Incentives

The Corporation is not currently awarding any annual incentives by way of cash bonuses. However, the Corporation, in its discretion, may award such incentives in order to motivate executives to achieve short-term corporate goals. The Compensation Committee and the Board approve annual incentives.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Corporation in reaching its overall goals are factors in the determination of their annual bonus. The Compensation Committee assesses each Named Executive Officers' performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Corporation that arise on a day to day basis. This assessment is used by the Compensation Committee in developing its recommendations to the Board with respect to the determination of annual bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Compensation Committee to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Compensation Committee and the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Compensation Committee and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Corporation currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Corporation's stock option plan (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to, among other things, encourage Common Share ownership in the Corporation by directors, officers, employees and consultants of the Corporation and its affiliates and other designated persons. Options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Corporation and its subsidiaries and other designated persons as designated from time to time by the Board. The number of Common Shares which may be reserved for issuance under the Stock Option Plan is limited to 3,327,758 Common Shares. Any shares subject to an option which, for any reason, is cancelled or terminated prior to exercise will be available for a subsequent grant under the Stock Option Plan. The option price of any common shares cannot be less than the market price of the Common Shares. Options granted under the Stock Option Plan may be exercised during a period not exceeding five years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Corporation or any of its subsidiaries or ceasing to have a designated relationship with the Corporation, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferable. The Stock Option Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the common shares, a merger or other relevant changes in the Corporation's capitalization. Subject to Shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The Stock Option Plan does not contain any provision for financial assistance by the Corporation in respect of options granted under the Stock Option Plan.

Summary Compensation Table

The following table sets forth the compensation paid during or payable in respect of the financial years set out to the Named Executive Officers.

SUMMARY COMPENSATION TABLE ⁽¹⁾									
NEO Name and Principal Position	Year	Salary (\$)	Share- based awards (\$)	Option- based awards ⁽²⁾ (\$)	Non-Equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans ⁽³⁾			
Brian Jennings President, Chief Executive Officer and Chief Financial Officer	2014	24,000	Nil	Nil	Nil	Nil	Nil	Nil	24,000
	2013	155,000	Nil	Nil	Nil	Nil	Nil	Nil	155,000
	2012	60,000	200,000	149,000	Nil	Nil	Nil	Nil	409,000
Johnny Oliveira ⁽⁴⁾ Chief Financial Officer	2013	20,000	Nil	Nil	Nil	Nil	Nil	Nil	20,000
	2012	Nil	Nil	7,500	Nil	Nil	Nil	48,000	55,500

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) The fair value of each option at the date of grant was estimated using the Black-Scholes option-pricing model to be consistent with the audited financial statements and included the following assumptions: expected life of options of 5 years; risk-free interest rate of 1.39%; expected stock price volatility of 100%; and expected dividend yield of 0%.
- (3) "LTIP" or "long term incentive plan" means any plan that provides compensation intended to motivate performance to occur over a period greater than one fiscal year, but does not include option or share-based awards.
- (4) Mr. Oliveira resigned on June 21, 2013 and Mr. Jennings was appointed in his stead.

Incentive Plan Awards

Outstanding Option-Based and Share-based Awards

The following table sets forth information concerning option-based awards and share-based awards granted by the Corporation to each of the Named Executive Officers and that were outstanding as at December 31, 2014.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (\$)	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Brian Jennings	1,000,000	0.20	October 26, 2017	Nil	Nil	Nil

Note:

- (1) These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

Value Vested or Earned During the Year

Options granted to the Named Executive Officers vest at the time of grant. Because the exercise price of options at the time of grant is set at or above the market price of the Common Shares on the grant date, the value of these incentive stock option grants at the time of vesting is nil.

Employment Agreements

The Corporation does not have in place any employment contracts between the Corporation or any subsidiary or affiliate thereof and its Named Executive Officers.

Pension Plan Benefits

There are no pension plan benefits in place for the Named Executive Officers.

Termination and Change of Control Benefits

The Corporation does not have in place any pension or retirement plan. The Corporation has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a Named Executive Officer of the Corporation, in connection with or related to the retirement, termination or resignation of such person and the Corporation has provided no compensation to such persons as a result of a change of control of the Corporation, its subsidiaries or affiliates.

DIRECTORS COMPENSATION

The following table describes the compensation for non-executive directors for the year ended December 31, 2014.

COMPENSATION OF DIRECTORS ⁽¹⁾⁽²⁾							
Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
James Fairbairn	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Stephen McIntyre	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Johannes Stig Norregaard	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James Patterson	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) This table does not include any amount paid as reimbursement for expenses.

(2) Compensation paid to the NEOs who served as directors of the Corporation is disclosed in the Summary of Compensation Table.

Incentive Plan Awards

Outstanding Option-Based and Share-based Awards

The following table sets out the option-based awards and/or share-based awards that were granted by the Corporation to directors of the Corporation (other than Named Executive Officers) as at December 31, 2014.

Option-based Awards					Share-based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (\$)	Value of unexercised in-the-money options ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
James Fairbairn	200,000	0.25	February 11, 2018	Nil	Nil	Nil
Stephen McIntyre	200,000	0.25	February 11, 2018	Nil	Nil	Nil
Johannes Stig Norregaard	200,000	0.25	February 11, 2018	Nil	Nil	Nil
James Patterson	200,000	0.20	October 26, 2017	Nil	Nil	Nil

Note:

(1) These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

Value Vested or Earned During the Year

Options granted to the directors of the Corporation vest at the time of grant. Because the exercise price of options at the time of grant is set at or above the market price of the Common Shares on the grant date, the value of these incentive stock option grants at the time of vesting is nil.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth, as of December 31, 2014, information concerning securities authorized for issuance under equity compensation plans.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities remaining available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders ⁽¹⁾	2,975,000	\$0.22	352,758
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	2,975,000	\$0.22	352,758

Note:

- (1) *The Stock Option Plan is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of the stock option grant. As at the date of this Circular, 3,327,758 Common Shares may be reserved for issuance pursuant to the Stock Option Plan.*

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Corporation, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Corporation or person who acted in such capacity in the last financial year of the Issuer, or any other individual who at any time during the most recently completed financial year of the Issuer was a director of the Corporation or any associate of the Corporation, is indebted to the Corporation, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

AUDIT COMMITTEE INFORMATION REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER

National Instrument 52-110 – *Audit Committees* ("NI 52-110") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to Shareholders in connection with the issuer's annual meeting.

Audit Committee Charter

The full text of the charter of the Corporation's Audit Committee is attached hereto as Appendix "A".

Composition of the Audit Committee

The Audit Committee members are currently James Fairbairn (Chair), Stephen McIntyre and James Patterson, each of whom is a director and financially literate. Messrs. Fairbairn, McIntyre and Patterson are independent in accordance with NI 52-110.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Corporation to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

James Fairbairn (Chair)

Mr. Fairbairn graduated from the University of Western Ontario and received his Chartered Accountant designation in 1987 and received his Institute Certified Director Designation (ICD.D) in 2009. Mr. Fairbairn has worked as a consultant almost exclusively in the resource industry and has served as a senior officer and/or director and Chairman of the audit committees of a number of public and private companies.

Stephen McIntyre

Mr. McIntyre has over 30 years experience in the mining and mineral exploration business, including over 10 years with Noranda Mines Ltd. and 20 years as an officer and director of several junior mineral exploration companies, including Dumont Nickel Inc., Northwest Explorations Inc., Timmins Nickel Inc. and Vedron Gold Inc. Most recently, Mr. McIntyre has achieved international prominence through critical statistical analysis of climate research. In 2010, he was named as one of "50 People Who Matter" by the New Statesman, an English magazine, and was co-winner of the Julian Simon Award from the Competitive Enterprise Institute.

James Patterson

James Patterson is an independent consultant and formerly was a Vice President and Executive Consultant to FNX Mining, a TSX listed company. He is a director of Acme Resources Inc., Frontline Gold Corporation, International Millennium Mining Corp., Merrex Gold Inc. and Search Minerals Inc., all TSXV listed companies. James Patterson has a Bachelor of Arts (Honours) from the University of Dublin and a Ph.D. in Mining Geology from Imperial College, University of London.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110 regarding

***De Minimis* Non-audit Services or on a Regulatory Order Generally**

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Corporation's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Corporation, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit); or
2. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Charter.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Corporation for professional services rendered to the Corporation during the fiscal years ended December 31, 2014 and December 31, 2013:

	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
Year ended December 31, 2014	15,280	Nil	Nil	Nil
Year ended December 31, 2013	18,870	Nil	Nil	Nil

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the review of quarterly financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

REPORT ON GOVERNANCE

The Corporation believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. The following disclosure is required by the Governance Guidelines and describes the Corporation's approach to governance and outlines the various procedures, policies and practices that the Corporation and the Board have implemented to address the foregoing requirements.

Board of Directors

The Board is currently composed of five (5) directors. Form 58-101F1 suggests that the Board of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under Multilateral Instrument 52-110 ("**MI 52-110**"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. Of the proposed nominees, Brian Jennings, President, Chief Financial Officer and Chief Financial Officer is an "inside" or management director and accordingly is considered not "independent". The remaining four (4) proposed directors are considered by the Board to be "independent", within the meaning of MI 52-110. In assessing Form 58-101F1 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Directorships

The following table sets forth the directors of the Corporation who currently hold directorships with other reporting issuers:

Name of Director	Reporting Issuer
James Fairbairn	Crown Mining Corp., Schyan Exploration Inc., Kitrinor Metals Inc., MagIndustries Corp. and Satori Resources Inc.
Stephen McIntyre	Kerr Mines Inc.
James Patterson	FNX Mining, Acme Resources Inc., Frontline Gold Corporation, International Millennium Mining Corp., Merrex Gold Inc. and Search Minerals Inc.

Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from correspondence with the Corporation's legal counsel to remain up to date with developments in relevant corporate and securities law matters. Additionally, historically board members have been nominated who are familiar with the Corporation and the nature of its business.

Ethical Business Conduct

The Board has not adopted guidelines or attempted to quantify or stipulate steps to encourage and promote a culture of ethical business conduct, but does promote ethical business conduct through the nomination of Board members it considers ethical, through avoiding or minimizing conflicts of interest, and by having at least two of its Board members independent of corporate matters.

Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The assessment of the contributions of individual directors has principally been the responsibility of the Board. Prior to standing for election, new nominees to the Board of directors are reviewed by the entire Board.

Other Board Committees

The Board has established an Audit Committee and a Compensation Committee.

Assessments

Currently the Board has not implemented a formal process for assessing directors.

OTHER MATTERS

The management of the Corporation knows of no other matters to come before the Meeting other than as set forth in the Notice. However, if other matters which are not known to management should properly come before the Meeting, the accompanying instrument of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional Information relating to the Corporation is available on SEDAR at www.sedar.com.

Shareholders may contact the Secretary of the Corporation in order to request copies of the Corporation's financial statements and management's discussion and analysis at 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1. Financial information about the Corporation may be found in the Corporation's comparative financial statements and management's discussion and analysis for its most recently completed financial year.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular have been approved by the Board of the Corporation.

DATED at Toronto, Ontario this 7th day of December, 2015.

BY ORDER OF THE BOARD

"Brian Jennings" (Signed)

President, Chief Executive Officer and Chief Financial Officer

APPENDIX "A"

SOUTHEAST ASIA MINING CORP.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Overall Purpose and Objective

The audit committee (the "**Committee**") will assist the directors (the "**Directors**") of Southeast Asia Mining Corp. (the "**Corporation**") in fulfilling their responsibilities under applicable legal and regulatory requirements. To the extent considered appropriate by the Committee or as required by applicable legal or regulatory requirements, the Committee will review the financial accounting and reporting process of the Corporation, the system of internal controls and management of the financial risks of the Corporation and the audit process of the financial information of the Corporation. In fulfilling its responsibilities, the Committee should maintain an effective working relationship with the Directors, management of the Corporation and the external auditor of the Corporation as well as monitor the independence of the external auditor.

Authority

The Committee shall have the authority to:

- (A) engage independent counsel and other advisors as the Committee determines necessary to carry out its duties;
- (B) set and pay the compensation for any advisors employed by the Committee;
- (C) communicate directly with the internal and external auditor of the Corporation and require that the external auditor of the Corporation report directly to the Committee; and
- (D) seek any information considered appropriate by the Committee from any employee of the Corporation.

The Committee shall have unrestricted and unfettered access to all personnel and documents of the Corporation and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

Membership and Organization

1. The Committee will be composed of at least three members. The members of the Committee shall be appointed by the Directors to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. Every member of the Committee must be a Director who is independent and financially literate to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements ("**Applicable Laws**"). In this Charter, the terms "independent" and "financially literate" have the meaning ascribed to such terms by Applicable Laws, and include the meanings given to similar terms by Applicable Laws, including in the case of the term "independent" the terms "outside" and "unrelated" to the extent such latter terms are applicable under Applicable Laws.
2. The chairman of the Committee will be appointed by the Committee from time to time and must have such accounting or related financial management expertise as the Directors may determine in their business judgment.
3. The secretary of the Committee will be the Secretary of the Corporation or such other person as is chosen by the Committee.
4. The Committee may invite such persons to meetings of the Committee as the Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this Charter or Applicable Laws.
5. The Committee may invite the external auditor of the Corporation to be present at any meeting of the Committee and to comment on any financial statements, or on any of the financial aspects, of the Corporation.
6. The Committee will meet as considered appropriate or desirable by the Committee. Any member of the Committee or the external auditor of the Corporation may call a meeting of the Committee at any time upon 48 hours prior written notice.

7. All decisions of the Committee shall be by simple majority and the chairman of the Committee shall not have a deciding or casting vote.
8. Minutes shall be kept in respect of the proceedings of all meetings of the Committee.
9. No business shall be transacted by the Committee except at a meeting of the members thereof at which a majority of the members thereof is present.
10. The Committee may transact its business by a resolution in writing signed by all the members of the Committee in lieu of a meeting of the Committee.

Role and Responsibilities

To the extent considered appropriate or desirable or required by applicable legal or regulatory requirements, the Committee shall:

1. recommend to the Directors:
 - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Corporation or performing other audit, review or attest services for the Corporation, and
 - (b) the compensation to be paid to the external auditor of the Corporation;
2. review the proposed audit scope and approach of the external auditor of the Corporation and ensure no unjustifiable restriction or limitations have been placed on the scope of the proposed audit;
3. meet separately and periodically with the management of the Corporation, the external auditor of the Corporation and the internal auditor (or other personnel responsible for the internal audit function of the Corporation) of the Corporation to discuss any matters that the Committee, the external auditor of the Corporation or the internal auditor of the Corporation, respectively, believes should be discussed privately;
4. be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Corporation or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management of the Corporation and the external auditor of the Corporation regarding any financial reporting matter and review the performance of the external auditor of the Corporation;
5. review judgmental areas, for example those involving a valuation of the assets and liabilities and other commitments and contingencies of the Corporation;
6. review audit issues related to the material associated and affiliated entities of the Corporation that may have a significant impact on the equity investment therein of the Corporation;
7. meet with management and the external auditor of the Corporation to review the annual financial statements of the Corporation and the results of the audit thereof;
8. review and determine if internal control recommendations made by the external auditor of the Corporation have been implemented by management of the Corporation;
9. pre-approve all non-audit services to be provided to the Corporation or any subsidiary entities thereof by the external auditor of the Corporation and, to the extent considered appropriate: (i) adopt specific policies and procedures in accordance with Applicable Laws for the engagement of such non-audit services; and/or (ii) delegate to one or more independent members of the Committee the authority to pre-approve all non-audit services to be provided to the Corporation or any subsidiary entities thereof by the external auditor of the Corporation provided that the other members of the Committee are informed of each such non-audit service;

10. consider the qualification and independence of the external auditor of the Corporation, including reviewing the range of services provided by the external auditor of the Corporation in the context of all consulting services obtained by the Corporation;
11. consider the fairness of the interim financial statements and financial disclosure of the Corporation and review with management of the Corporation whether,
 - (a) actual financial results for the interim period varied significantly from budgeted or projected results,
 - (b) generally accepted accounting principles have been consistently applied,
 - (c) there are any actual or proposed changes in accounting or financial reporting practices of the Corporation, and
 - (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure;
12. review the financial statements of the Corporation, management's discussion and analysis and any annual and interim earnings press releases of the Corporation before the Corporation publicly discloses such information and discuss these documents with the external auditor and with management of the Corporation, as appropriate;
13. review and be satisfied that adequate procedures are in place for the review of the public disclosure of the Corporation of financial information extracted or derived from the financial statements of the Corporation, other than the public disclosure referred to in paragraph 4(l) above, and periodically assess the adequacy of those procedures;
14. establish procedures for,
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters relating to the Corporation;
15. review and approve the hiring policies of the Corporation regarding partners, employees and former partners and employees of the present and any former external auditor of the Corporation;
16. review the areas of greatest financial risk to the Corporation and whether management of the Corporation is managing these risks effectively;
17. review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and consider their impact on the financial statements of the Corporation;
18. review any legal matters which could significantly impact the financial statements of the Corporation as reported on by counsel and meet with counsel to the Corporation whenever deemed appropriate;
19. institute special investigations and, if appropriate, hire special counsel or experts to assist in such special investigations;
20. at least annually, obtain and review a report prepared by the external auditor of the Corporation describing: the firm's quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Corporation;
21. review with the external auditor of the Corporation any audit problems or difficulties and management's response to such problems or difficulties;

22. discuss the Corporation's earnings press releases, as well as financial information and earning guidance provided to analysts and rating agencies, if applicable; and
23. review this charter and recommend changes to this charter to the Directors from time to time.

Communication with Directors

1. The Committee shall produce and provide the Directors with a written summary of all actions taken at each Committee meeting or by written resolution.
2. The Committee shall produce and provide the Directors with all reports or other information required to be prepared under Applicable Laws.

APPENDIX "B"

SOUTHEAST ASIA MINING CORP.

Please see attached.

SOUTHEAST ASIA MINING CORP.
NOTICE OF CHANGE OF AUDITORS PURSUANT TO
NATIONAL INSTRUMENT 51-102

December 9, 2014

Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Affairs Authority, Saskatchewan

Dear Sirs/Mesdames:

Re: Notice Regarding Proposed Change of Auditor Pursuant to National Instrument 51-102

Notice is hereby given that on November 27, 2014, the Board of Directors of Southeast Asia Mining Corp. (the "**Company**") determined:

1. to accept the resignation, dated June 30, 2014, of McCarney Greenwood LLP (the "**Former Auditor**"), as auditor of Southeast Asia Mining Corp.; and
2. to engage McGovern, Hurley, Cunningham, LLP (the "**Successor Auditor**"), as auditor of Southeast Asia Mining Corp., effective November 27, 2014.

There have been no reservations in the Former Auditor's report on any of the Company's financial statements commencing at the beginning of the two most recently completed fiscal years and ending on December 31, 2013. The Former Auditor did not audit any financial statements of the Company subsequent to the December 31, 2013 fiscal year of the Company.

In the opinion of the Company, prior to the resignation, and as at the date hereof, there were no reportable events, including disagreements, consultations, or unresolved matters as defined in National Instrument 51-102, Continuous Disclosure Obligations, between the Former Auditor and the Company.

The contents of this Notice and the attached letters from the Former Auditor and the Successor Auditor have been reviewed by the Board of Directors.

Dated at Toronto, Ontario this 9th day of December, 2014

BY ORDER OF THE BOARD OF DIRECTORS OF
SOUTHEAST ASIA MINING CORP.



Brian Jennings
Chief Financial Officer



December 10, 2014

Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Saskatchewan Financial Services Commission

Dear Sirs/Mesdames:

RE: Southeast Asia Mining Corp. (the “Company”)

We acknowledge receipt of a Notice of Change of Auditors (the “Notice”) dated December 9, 2014 delivered to us by the Company in respect of the change of auditors of the Company, to be effective as of November 27, 2014.

Pursuant to National Instrument 51-102 of the Canadian Securities Administrators, please accept this letter as confirmation that McCarney Greenwood LLP, that we have reviewed the Notice and, based on our knowledge as at the time of receipt of the Notice, we agree with each of the statements contained therein.

We trust the foregoing is satisfactory.

Yours very truly,

“McCarney Greenwood LLP”

McCarney Greenwood LLP
Chartered Professional Accountants
Licensed Public Accountants

McGovern, Hurley, Cunningham, LLP

Chartered Accountants

2005 Sheppard Avenue East, Suite 300
Toronto, Ontario
M2J 5B4, Canada
Phone 416-496-1234
Fax 416-496-0125
Web www.mhc-ca.com

December 10, 2014

To: Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Affairs Authority, Saskatchewan

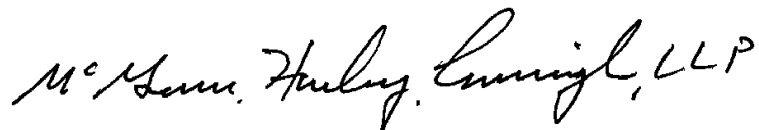
Dear Sirs/Mesdames:

Re: Southeast Asia Mining Corp. – Change of Auditor of Reporting Issuer

We have read the Notice of Change of Auditor dated December 9, 2014 of Southeast Asia Mining Corp. and, in accordance with section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations*, we confirm that we agree with the statements contained therein.

Yours very truly,

McGOVERN, HURLEY, CUNNINGHAM, LLP



Chartered Accountants
Licensed Public Accountants