



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **Southeast Asia Mining Corp.** (the “**Corporation**”) will be held on **Tuesday, January 12, 2016**, at the hour of 10:00 a.m. (Eastern time), at 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1 for the following purposes:

1. to receive and consider the audited, consolidated financial statements of the Corporation for the year ended December 31, 2014 and 2013, and the report of the auditors thereon;
2. to elect the directors of the Corporation;
3. to confirm the appointment by the board of directors and to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, pass, with or without variation, a special 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 (the “**Sale Resolution**”); and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 4 above is attached to this notice as Exhibit “A”.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with the Corporation’s transfer agent and registrar, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not later than 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.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

Section 190 of the *Canada Business Corporations Act* provides that a holder of common shares of the Corporation who dissents from the Sale Resolution described in item 4 above is entitled to be paid the fair value of his shares. See the accompanying management information circular under the heading “Dissent Rights”.

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

EXHIBIT "A"

SPECIAL RESOLUTION OF THE SHAREHOLDERS
OF
SOUTHEAST ASIA MINING CORP. (THE "CORPORATION")

SALE RESOLUTION

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the sale ("**Sale**") by the Corporation of its direct and indirect interests in various mineral rights and assets in Thailand (the "**Assets**") pursuant to an acquisition agreement dated November 13, 2015, between Metal Tiger plc ("**Metal Tiger**"), the Corporation and Southeast Asia & Mining Company Limited (the "**SEAM Acquisition Agreement**"), representing all, or substantially all, of the property of the Corporation, be and the same is hereby approved and authorized.
2. the execution of the SEAM Acquisition Agreement providing for, among other things, the Sale to Metal Tiger of the Assets, be and is hereby ratified and approved;
3. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, without further notice to, or approval of, the shareholders of the Corporation to amend the SEAM Acquisition Agreement to the extent permitted thereby, or not to proceed with the Sale; and
4. any one or more directors and officers of the Corporation is hereby authorized and directed to perform all such acts, deeds and things and to execute, under corporate seal of the Corporation or otherwise, all such documents and other writings, including as may be required to give effect to the true intent of this resolution."