365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of **Southeast Asia Mining Corp.** (the "**Corporation**") will be held on **Wednesday, June 15, 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, 2015, and the report of the auditors thereon;

2. to elect the directors of the Corporation;

3. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;

4. to pass, with or without variation, a special resolution to amend the Corporation's articles of incorporation to consolidate each of the issued and outstanding common shares of the Corporation by changing each ten (10) common shares of the Corporation, or such lesser amount as the directors of the Corporation may determine, into one (1) common share of the Corporation; 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, at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Monday, June 13, 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.

The board of directors of the Corporation has by resolution fixed the close of business on Monday, May 9, 2016 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile at www.sedar.com.

DATED at Toronto, Ontario this 9th day of May, 2016.

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”)

AMENDMENT TO ARTICLES OF INCORPORATION

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of incorporation of the Corporation be amended to consolidate each of the issued and outstanding common shares of the Corporation by changing each ten (10) common shares of the Corporation, or such lesser amount as the directors of the Corporation may determine, into one (1) common share of the Corporation.

2. in the event the consolidation would result in a shareholder of the Corporation holding a fraction of a common share, a shareholder shall not receive a whole share of the Corporation for each such fraction;

3. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they are hereby authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of incorporation of the Corporation without further approval of the shareholders of the Corporation; and

4. any director or officer of the Corporation be and he or she is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Canada Business Corporations Act*, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

SOUTHEAST ASIA
MINING CORP.
365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

MANAGEMENT INFORMATION CIRCULAR
As at Monday, May 9, 2016

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 Wednesday, June 15, 2016 at the hour of 10:00 a.m. (Eastern time) at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1, 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

A holder of Common Shares who appears on the records maintained by the Corporation's registrar and transfer agent as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Corporation. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Corporation's transfer agent and registrar, TMX Equity Transfer Services, at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 (the "**Transfer Agent**"), not later than 10:00 a.m. (Eastern time) on Monday, June 13, 2016 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, by electronic signature, to (i) the registered office of the Corporation, located at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders of the Corporation do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a non-registered holder (each 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, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) (a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Corporation or its agent has sent the Meeting Materials directly to you, your name, 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.

The Corporation's OBOs can expect to be contacted by their Intermediary. The Corporation does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders 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 (a "**VIF**"). 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 VIF must be completed, signed and returned in accordance with the directions on the form.

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 not completed. 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 and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Corporation as maintained by the Transfer Agent, unless specifically stated otherwise.

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 Monday, May 9, 2016 (the "**Record Date**"), there were a total of 39,477,701 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 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 of the Corporation (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, 2015 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	President, Chief Executive Officer, Chief Financial Officer and Director of the Corporation	November 25, 2011	1,000,000	2.5%
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	0.8%
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	0.5%

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**") for the year ended December 31, 2008 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 ended 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

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF MCGOVERN, HURLEY, CUNNINGHAM, LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. McGovern, Hurley, Cunningham, LLP, Chartered Accountants, were first appointed as the auditors of the Corporation on November 27, 2014.

4. AMENDMENT TO ARTICLES OF INCORPORATION

Shareholders of the Corporation are being asked to pass a special resolution, the text of which is annexed as Exhibit "A" to the accompanying Notice, which would authorize the Corporation to amend the articles of incorporation to consolidate each of the issued and outstanding Common Shares by changing each ten (10) Common Shares, or such lesser amount as the Board may determine, into one (1) Common Share.

To move forward, the Corporation will need to raise additional equity capital, but it cannot do so at existing prices or with its existing share capital structure. Accordingly the Board recommends that shareholders vote for the special resolution amending the articles of incorporation.

Approval of the resolution does not mean the Board will implement up to a 1:10 consolidation, but it allows the Board the flexibility to negotiate financings, property acquisitions and business combinations on the basis of a consolidation of up to that level. Further, the Board may determine not to implement the consolidation at all if it deems it appropriate.

In the event that shareholders pass the special resolution to consolidate the Common Shares and the Board determines to consolidate on a one (1) for ten (10) basis, the presently issued and outstanding 39,477,701 Common Shares will be consolidated into approximately 3,947,770 Common Shares. If the Board determines to consolidate the Common Shares on a lesser basis, more Common Shares will remain outstanding following the consolidation. If the consolidation would otherwise result in a shareholder holding a fraction of a Common Share, no fraction or fractional certificate will be issued and a shareholder will not receive a whole Common Share for each such fraction held. In all other respects, the post-consolidated Common Shares will have the same attributes as the existing Common Shares.

In addition to the requisite shareholder approval being sought at the Meeting, any such consolidation also requires approval of all applicable regulatory authorities. In order to pass the special resolution amending the articles of incorporation, at least two-thirds of the votes cast at the Meeting must be voted in favour of the resolution. If the resolution amending the articles of incorporation does not receive the requisite shareholder approval, the Corporation will continue with its present share capital.

If the Board decides to proceed with a consolidation of the Common Shares, a letter of transmittal will be mailed to Registered Shareholders, to be used by shareholders to exchange their current share certificates for certificates representing the consolidated number of Common Shares. No action is required by Non-Registered Holders, who hold securities of the Corporation through an intermediary, to effect consolidation of their beneficially held securities. A news release will also be issued announcing the effective date of the consolidation.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE ABOVE AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE CORPORATION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Corporation is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Corporation as at December 31, 2015 whose total compensation was more than $150,000 for the financial year of the Corporation ended December 31, 2015 (collectively the "**Named Executive Officers**") and for the directors of the Corporation.

Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Corporation:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES[1]							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Brian Jennings President, Chief Executive Officer, Chief Financial Officer and Director	2015 2014	50,000 24,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	50,000 24,000
James Fairbairn Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Stephen McIntyre Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Johannes Stig Norregaard Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
James Patterson Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

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

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Corporation during the most recently completed financial year of the Corporation for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

COMPENSATION SECURITIES							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and % of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Brian Jennings President, Chief Executive Officer, Chief Financial Officer and Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
James Fairbairn Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Stephen McIntyre Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Johannes Stig Norregaard Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

COMPENSATION SECURITIES							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and % of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
James Patterson Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

The following table provides a summary of all compensation securities exercised by each Named Executive Officer and each director of the Corporation during the most recently completed financial year of the Corporation:

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NAMED EXECUTIVES OFFICERS							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Brian Jennings President, Chief Executive Officer, Chief Financial Officer and Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
James Fairbairn Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Stephen McIntyre Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Johannes Stig Norregaard Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
James Patterson Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

Stock Option Plan and other Incentive Plans

The Corporation has in place a “rolling” stock option plan (the “**Stock Option Plan**”) which was approved by the shareholders on June 27, 2013.

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 to directors, senior 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 options which may be issued under the Stock Option Plan is limited to 10% of the number of Common Shares outstanding at the time of the grant of the options. As at the date hereof, there are 3,947,770 Common Shares reserved for issuance under the Stock Option Plan. The maximum number of Common Shares which may be reserved for issuance to any one director, senior officer or employee under the Stock Option Plan is 5% of the Common Shares outstanding at the time of the grant (calculated on a non-diluted basis) and 2% with respect to any one consultant of the Corporation. Any Common 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. As the Common Shares are not currently listed, the Corporation has granted options at a price equal to the price of the various private placements completed by the Corporation. In the event that the Common Shares become listed on a recognized Canadian stock exchange, the option price cannot be less than the closing price of the Common Shares on the day immediately preceding the day upon which the option is granted, less any discount permitted by the policies of the exchange on which the Common Shares are listed. 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 or upon the optionee ceasing to have a designated relationship with the Corporation, as applicable. The options are non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common 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.

The Corporation has no equity compensation plans other than the Stock Option Plan.

Employment, Consulting and Management Agreements

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

There are no employment agreements in place with any of the directors of the Corporation.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Board, at the recommendation of the management of the Corporation, determines the compensation payable to the directors of the Corporation and reviews such compensation periodically throughout the year. For their role as directors of the Corporation, each director of the Corporation who is not a Named Executive Officer may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Corporation who are not Named Executive Officers were compensated by the Corporation or its subsidiaries during the most recently completed financial year end for their services in their capacity as directors of the Corporation.

Compensation of Named Executive Officers

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 above.

The Board is responsible for the Corporation's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Corporation and the Named Executive Officers. 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 Board approves 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 Board 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 Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Board 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 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 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 Stock Option Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Corporation.

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 or director of the Corporation in connection with or related to the retirement, termination or resignation of such person. The Corporation has not provided any compensation to such persons as a result of a change of control of the Corporation, its subsidiaries or affiliates.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans of the Corporation under which equity securities are authorized for issuance as of December 31, 2015:

Equity Compensation Plan Information

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**

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 Corporation, or any other individual who at any time during the most recently completed financial year of the Corporation 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. The Corporation is a "venture issuer" for the purposes of NI 52-110.

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. Each member of the Audit Committee is 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 MI 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, 2015 and December 31, 2014:

	Audit Fees ($)	Audit-Related Fees ($)	Tax Fees ($)	All Other Fees ($)
Year ended December 31, 2015	14,000	Nil	Nil	Nil
Year ended December 31, 2014	15,280	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 directors. Form 58-101F2 requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Corporation including the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. Multilateral Instrument 52-110 ("**MI 52-110**") 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 executive of the Corporation and accordingly is considered not "independent". The remaining four proposed directors are considered by the Board to be "independent", within the meaning of MI 52-110. In assessing Form 58-101F2 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., Satori Resources Inc. Kapuskasing Gold Corp. and Wamco Technologies Group
Stephen McIntyre	Kerr Mines Inc.
James Patterson	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 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 Corporation at its office by mail at the address set out below to request copies of: (i) this Circular; and (ii) the Corporation's financial statements and the related Management's Discussion and Analysis (the "**MD&A**") which will be sent to the shareholder without charge upon request. Financial information is provided in the Corporation's consolidated financial statements and MD&A for its financial year ended December 31, 2015.

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 9th day of May, 2016.

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.

SOUTHEAST ASIA MINING CORP.

Consolidated Financial Statements

For the years ended
December 31, 2015 and 2014

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

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

The 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 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 consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance 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 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 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 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
CEO, CFO

McGovern, Hurley, Cunningham, LLP
Chartered Accountants

2005 Sheppard Avenue East, Suite 300
Toronto, Ontario
M2J 5B4, Canada
Phone 416-496-1234
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Southeast Asia Mining Corp.

We have audited the accompanying consolidated financial statements of Southeast Asia Mining Corp. and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2015 and 2014, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in deficiency and consolidated statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Southeast Asia Mining Corp. and its subsidiaries as at December 31, 2015 and 2014, and their financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company had continuing losses during the year ended December 31, 2015 and a working capital deficiency as at December 31, 2015. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

McGOVERN, HURLEY, CUNNINGHAM, LLP

McGovern, Hurley, Cunningham, LLP

Chartered Accountants
Licensed Public Accountants

TORONTO, Canada
April 22, 2016

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

		December 31, 2015		December 31, 2014
Assets				
Current Assets				
Cash and cash equivalents *(Note 6)*	$	**46,440**	$	29,577
Restricted cash *(Note 6)*		**-**		11,853
Trade and other receivables *(Note 7)*		**3,494**		4,706
Prepaid expenses		**-**		25,133
Assets held for sale *(Note 15)*		**44,573**		-
Total current assets		**94,507**		71,269
Non-current Assets				
Property, plant and equipment		**-**		11,320
Total non-current assets		**-**		11,320
Total Assets	$	**94,507**	$	82,589
Liabilities				
Current Liabilities				
Trade and other payables *(Notes 8 and 9)*	$	**1,420,406**	$	1,234,452
Promissory note *(Note 8)*		**-**		68,800
Convertible debentures *(Note 14)*		**163,280**		183,780
Liabilities related to assets held for sale *(Note 15)*		**97,299**		-
Total Liabilities		**1,680,985**		1,487,032
Shareholders' (Deficiency)				
Share capital *(Note 10)*		**18,836,787**		18,606,771
Shares to be issued *(Note 10)*		**-**		237,400
Reserve for warrants *(Note 11)*		**876,000**		822,000
Reserve for share based payments *(Note 13)*		**1,243,407**		1,243,407
Reserve for convertible debentures *(Note 14)*		**711,494**		916,613
Other comprehensive loss		**(22,284)**		(30,024)
Accumulated deficit		**(23,231,882)**		(23,200,610)
Total Shareholders' (Deficiency)		**(1,586,478)**		(1,404,443)
Total Liabilities and Shareholders' (Deficiency)	$	**94,507**	$	82,589

Nature of Operations and Going Concern (Note 1)
Commitments and Contingencies (Note 16)
Segmented Information (Note 17)
Subsequent Events (Notes 15 and 19)

Approved on behalf of the Board of Directors on April 22, 2016

"James Patterson" (signed)
Director

"James Fairbairn" (signed)
Director

Southeast Asia Mining Corp.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

Year ended December 31,	**2015**	2014
Expenses		
Management and consulting fees *(Note 8)*	**$ 172,825**	$ 40,000
Exploration and evaluation expenditures *(Note 15)*	**(66,641)**	111,233
Office and general	**78,593**	94,032
Accretion (recovery) expenses	**(32,656)**	91,800
Professional fees	**12,428**	19,690
Shareholders information and regulatory costs	**13,070**	7,677
Net loss	**$ (177,619)**	$ (364,432)
Other comprehensive loss		
Items that will not be reclassified subsequently to loss		
Exchange gain (loss) on translation of foreign subsidiary	**7,740**	(6,441)
Total comprehensive loss	**$ (169,879)**	$ (370,873)
Basic and diluted loss per share	**$ (0.01)**	$ (0.01)
Weighted average number of shares outstanding:		
Basic and diluted (000's)	**33,078**	32,249

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

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

	Capital Stock		Reserves						
	Number of shares	Amount	Warrants	Share-based payments	Convertible debenture	Shares to be issued	Other comprehensive Loss	Accumulated deficit	Total
Balance at December 31, 2013	**32,249,180 $**	**18,606,771 $**	**822,000 $**	**1,243,407 $**	**916,613 $**	**- $**	**(23,583) $**	**(22,635,534) $**	**(1,070,326)**
Dividends on convertible debentures	-	-	-	-	-	237,400	-	(200,644)	36,756
Foreign exchange on translation of foreign subsidiary	-	-	-	-	-	-	(6,441)	-	(6,441)
Net loss for the year	-	-	-	-	-	-	-	(364,432)	(364,432)
Balance at December 31, 2014	**32,249,180 $**	**18,606,771 $**	**822,000 $**	**1,243,407 $**	**916,613 $**	**237,400 $**	**(30,024) $**	**(23,200,610) $**	**(1,404,443)**
Shares issued on conversion of convertibe debentures	833,749	225,619	-	-	(205,119)	-	-	-	20,500
Warrants issued on conversion of convertibe debentures	-	(54,000)	54,000	-	-	-	-	-	-
Dividends on convertible debentures	194,656	58,397	-	-	-	(58,397)	-	-	-
Forgiveness of dividends and interest on convertible debentures	-	-	-	-	-	(179,003)	-	146,347	(32,656)
Foreign exchange on translation of foreign subsidiary	-	-	-	-	-	-	7,740	-	7,740
Net loss for the year	-	-	-	-	-	-	-	(177,619)	(177,619)
Balance at December 31, 2015	**33,277,585 $**	**18,836,787 $**	**876,000 $**	**1,243,407 $**	**711,494 $**	**- $**	**(22,284) $**	**(23,231,882) $**	**(1,586,478)**

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

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

Years ended December 31,	**2015**	2014
Operating activities		
Net loss for the year	**$ (177,619)**	$ (364,432)
Non-cash items:		
Accretion (recovery) expense	**(32,656)**	91,800
Depreciation	**4,812**	5,384
Exploration and evaluation expenditures (recovery)	**(105,621)**	-
Unrealized foreign exchange (gain)	**-**	(12,739)
Net change in non-cash working capital:		
Prepaid expenses	**1,212**	(19,343)
Trade and other receivables	**22,639**	1,349
Trade and other payables	**214,453**	144,450
Cash used in operating activities	**(72,780)**	(153,531)
Financing activities		
Proceeds from promissory note	**-**	68,800
Cash provided from financing activities	**-**	68,800
Investing activities		
Proceeds received related to assets held for sale	**105,621**	-
Cash held related to assets held for sale	**(25,778)**	-
Restricted cash	**-**	16,821
Cash provided from investing activities	**79,843**	16,821
Net increase (decrease) in cash and cash equivalents	**7,063**	(67,910)
Foreign exchange gain on cash held in foreign currency	**9,800**	5,178
Cash and cash equivalents, beginning of year	**29,577**	92,309
Cash and cash equivalents, end of year	**$ 46,440**	$ 29,577

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 evaluation in Thailand, which were disposed of subsequent to year end (see Note 15).

The primary office of the Company is located at 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1.

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, evaluation and eventual development of the mineral properties if they are proven successful, 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 if those properties are proven successful, and future profitable production.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do no guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, and non-compliance with regulatory and environmental requirements.

At December 31, 2015 the Company had a working capital deficiency of $1,586,478 (December 31, 2014 – $1,415,763 working capital deficiency). The Company had not yet achieved profitable operations, has accumulated losses of $23,231,882 (December 31, 2014 – $23,200,610) and expects to incur further losses in the development of its business. The Company does not have adequate cash resources to fund its operations over the next twelve months and will require additional financing in order to conduct its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. There can be no certainty as to the ability of the Company to raise sufficient additional financing in order to continue to operate, and accordingly, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

2. BASIS OF PREPARATION

2.1 Statement of compliance

The Company's Consolidated Financial Statements, including comparatives, have been prepared in accordance with and using accounting policies in full compliance with the IFRS and International Accounting Standards ("IAS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated financial statements were authorized by the Board of Directors of the Company on April 22, 2016.

2. BASIS OF PREPARATION (continued)

2.2 Basis of presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2.3 Use of management estimates, judgments and measurement uncertainty

The preparation of these consolidated financial statements using accounting policies in accordance with IFRS requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent 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. 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.

Decommissioning liability
These are made based on pre-tax discounting of the estimated future settlement amounts. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the provision required for decommissioning as a result of contamination and damages, if any, caused by exploration and evaluation activities. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed quarterly and are based on current regulatory requirements. Significant changes in estimates will result in changes to provisions on a quarterly basis. Actual rehabilitation costs will ultimately depend on the actual future settlement amount for the rehabilitation costs which will reflect the market condition at the time of the rehabilitation costs are actually incurred.

The Company estimates no decommission liabilities as of December 31, 2015 and 2014.

2. BASIS OF PREPARATION (continued)

2.3 Use of management estimates, judgments and measurement uncertainty (continued)

Functional currency

The Company's management is required to make judgments as to the currency of the primary economic environment in which an entity operates to determine the functional currency of the entity. The Company has determined that the functional currency of the parent company to be the Canadian dollar and the Baht is the functional currency for its Thai subsidiaries.

Going concern assumption

Going concern presentation of the consolidated financial statements assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

Convertible debentures

The classification of the Company's convertible debentures required management to analyze the terms and conditions of debentures and use judgment to assess whether these debentures are liability, equity or a combination of the two. IAS 32 provides the criteria for management to assess these complicated financial instruments to determine their appropriate classification(s). Factors considered are, but not limited to, whether the Company has a future obligation to settle the instrument in cash or exchange other assets or liabilities, and if the settlement is already known to be equity, the amount will not vary based on the Company's future share price.

2. BASIS OF PREPARATION (continued)

2.4 Adoption of new and revised standards and interpretations

Future accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2016. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

- IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

- IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016.

- IAS 12 – Income Taxes (“IAS 12”) was amended in January 2016 to clarify that, among other things, unrealized losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument’s holder expects to recover the carrying amount of the debt instrument by sale or by use; the carrying amount of an asset does not limit the estimation of probable future taxable profits; and estimates for future taxable profits exclude tax deduction resulting from the reversal of deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted.

New adopted accounting policies

The Company has adopted the following new standard, along with any consequential amendments, effective January 1, 2015. Theses changes were made in accordance with the applicable transitional provision.

- IAS 24 – Related Party Disclosures (“IAS 24”) was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The adoption of this standard did not result in any changes to the Company’s disclosure of its financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of consolidation

Subsidiaries consist of entities over which the Company is exposed to or has rights to, variable returns as well as the ability to affect these returns through the power to direct the relevant activities of the entity.

The consolidated financial statements include the financial statements of the Company and its wholly owned subsidiaries, Southeast Asia Exploration and Mining Company Limited, Southeast Asia Resource Company and White Trillium Ltd., 80% owned Southeast Asia Mining Company, and 90% owned Tiger Minerals Ltd. and Tiger Resources Ltd., all based in Thailand (parent and subsidiaries together referred to as “group”).

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of loss and comprehensive loss from the effective date of control or up to the effective date of loss of control, as appropriate.

All inter-company transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Company’s equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling interests’ share of changes in equity since the date of the combination. Losses applicable to the non-controlling interests in excess of the Company’s interest in the subsidiary’s equity are allocated against the interests of the Company except to the extent that the non-controlling interests have a binding obligation and are able to make an additional investment to cover the losses.

3.2 Exploration and evaluation expenditures

Except from business acquisition (which are capitalized), all acquisition, exploration and evaluation costs are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized to mineral properties or property, plant and equipment (“PPE”). On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated reserves as the depletion base. Consideration received under option agreements is recorded as other income.

3.3 Property, plant and equipment

Property, plant and equipment (“PPE”) are stated at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Depreciation is provided at rates calculated to write off the cost of PPE, less their estimated residual value, using the straight line method over the following expected useful lives:

• Office equipment	5 years
• Furniture and fixtures	5 years
• Leasehold improvements	5 years or life of lease, whichever is less.
• Computer equipment	3-5 years

An item of PPE is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the consolidated statement of loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Property, plant and equipment (continued)

The Company conducts an annual assessment of the residual value, useful lives and depreciation methods being used for PPE and any changes arising from the assessment are adjusted by the Company prospectively.

Where an item of property and equipment comprises major components with different useful lives, the components are accounted for as separate items of property and equipment. Expenditures incurred to replace a component of an item of property, plant and equipment that is accounted for separately. Major inspection and overhaul expenditures are capitalized.

3.4 Decommissioning liability ("Asset retirement obligation" or "ARO")

A legal or constructive obligation incurred to pay for restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the Company's exploration and evaluation activities in the past, the resulted amount is probable to be settled by a future outflow of resources and a reliable estimate can be made of the obligation. Discount rates using a pre-tax rate that reflects the risk and the time value of money are used to calculate the net present value. These costs are charged against profit or loss as exploration and evaluation expenditures and the related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing for the underlying cash flows needed to settle the obligation.

The Company has no decommissioning liability as at December 31, 2015 and 2014.

3.5 Share-based payments

Share-based payment transactions
Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

Share based payment transactions involving non-employees are measured at the estimated fair value of the goods or services received. In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment.

Share-based payments to employees of the subsidiaries are recognized as cash settled share-based payment transaction.

Equity-settled transactions
The costs of equity-settled transactions with employees are measured by reference to the estimated fair value of the equity instruments at the date on which they are granted

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share option reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided, that all other performance and/or service conditions are satisfied.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Share-based payments (continued)

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

3.6 Taxation

Income tax expense represents the sum of tax currently payable and deferred income tax.

Current income tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax
Deferred income tax is provided using the liability method on temporary differences at the date of the consolidated statement of financial position between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each consolidated statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each consolidated statement of financial position date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Taxation (continued)

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the consolidated statement of financial position date.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of loss and comprehensive loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

3.7 Loss per share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. Diluted loss per share assumes that the proceeds upon the exercise of the options and warrants are used to purchase common shares at the average market price during the year. During the years ended December 31, 2015 and 2014, all the outstanding stock options, warrants and convertible debentures were anti-dilutive.

3.8 Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with realized and unrealized gains and losses recognized through net loss. The Company’s cash equivalents are classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity are initially measured at fair value. Subsequently they are measured at amortized cost. The Company’s cash, restricted cash, and trade and other receivables are classified as loans and receivables. As at December 31, 2015 and 2014, the Company had no assets classified as held-to-maturity.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income except for losses in value that are considered other than temporary, in which case the losses are recognized in the statement of loss. As at December 31, 2015 and 2014, the Company had no assets classified as available-for-sale.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the settlement date.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period. The Company's trade and other payables, promissory note, and certain convertible debentures are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income. At December 31, 2015 and 2014, the Company has no financial liabilities classified as FVTPL.

3.10 Impairment of financial assets

The Company assesses at each consolidated statement of financial position date whether a financial asset is impaired.

Assets carried at amortized cost
If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in the statement of loss and comprehensive loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the statement of loss and comprehensive loss.

In relation to trade receivables, a provision for impairment is made and an impairment loss is recognized in the statement of loss and comprehensive loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

Available-for-sale
If an available-for-sale asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in net income or loss, is transferred from equity to the statement of loss and comprehensive loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Impairment of non-financial assets

At each consolidated statement of financial position date, the Company's non-financial assets are assessed for indications of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less disposal costs and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

3.12 Cash and cash equivalents

Cash and cash equivalents in the consolidated statements of financial position comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

3.13 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense. As at December 31, 2015 and 2014, the Company has no obligations that require provisions.

3.14 Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions, which includes key management and family of key management. Parties are also considered to be related if they are subject to common control or common significant influence, and related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the fair value.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.15 Foreign currency transactions

Functional and presentation currency
Items included in the financial statements of each of the entities are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The functional currency of the parent company is the Canadian dollar and the functional currency of the Company’s subsidiaries is the Thailand Baht. The consolidated financial statements are presented in Canadian dollars which is the group’s presentation currency.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of loss and comprehensive loss.

Group companies
The results and financial position of entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position,
- income and expenses for each consolidated statement of loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the date of the transaction), and
- all resulting exchange differences are recognized as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are recorded in equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the consolidated statement of loss as part of the gain or loss on sale.

3.16 Convertible debentures

When convertible debentures are issued, the Company analyzes their terms and conditions and first assesses whether the debenture is an equity or liability instruments using the criteria provided in IAS 32. The Company may also conclude that the convertible debentures have both debt and equity components. Where there is a debt component that meets the definition of a financial liability and also an equity component where the debenture holder has a conversion option, the following paragraphs describe that accounting treatment.

The component parts of convertible debentures issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument’s maturity date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.16 Convertible debentures (continued)

The conversion right classified as equity is determined by deducting the amount of the liability component from the fair value of the convertible debenture as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently re-measured. In addition, the conversion right classified as equity will remain in equity until the conversion right is exercised, in which case, the balance recognized in equity will be transferred to share capital. When the conversion rights remains unexercised at the maturity date of the convertible note, the balance recognized in equity will be transferred to accumulated deficit. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion right.

4. CAPITAL MANAGEMENT

The Company considers its capital to be equity, which is comprised of capital stock, reserve accounts, other comprehensive loss, and accumulated deficit, which as at December 31, 2015 totaled a deficiency of $1,586,478 (December 31, 2014 - $1,404,443 deficiency). The Company's capital structure is adjusted based on the funds available to the Company such that it may continue with its exploration and evaluation activities on its mineral properties. 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 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 work on 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 issuance 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, or 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 years ended December 31, 2015 and 2014. The Company is not subject to externally imposed capital restrictions.

5. 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.

At December 31, 2015 and 2014, the Company has no financial instruments to classify in the fair value hierarchy.

As at December 31, 2015 and 2014, 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, and 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 and deposit** – Cash and cash equivalents and restricted cash are held with a major Canadian (chartered bank) 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 from its trade and other receivables.

The Company’s maximum exposure to credit risk as at December 31, 2015 and 2014 is the carrying value of cash and cash equivalents, restricted cash, and trade and other receivables.

5. FINANCIAL INSTRUMENTS (continued)

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 December 31, 2015 the Company had a working capital deficiency of $1,586,478 (December 31, 2014 – $1,415,763 working capital deficiency). 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.

iii) Interest rate risk

The Company is not exposed to significant interest rate 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 the Canadian dollar and the Thai Baht ("BAHT") and major purchases are transacted in Canadian dollars and BAHT. The Company 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 impacting other comprehensive income as a result of a 10% change in the value of the BAHT 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 of BAHT to Canadian dollar on translation of investments in foreign monetary assets	Effect of a 10% decrease in foreign exchange rates of BAHT to Canadian dollar on translation of investments in foreign monetary assets
Thai Baht	$ 3,700	$ (3,700)

(Expressed in Canadian dollars)

6. CASH AND CASH EQUIVALENTS

The cash and cash equivalents balance at December 31, 2015, consists of $46,440 on deposit with a chartered Canadian bank (December 31, 2014 - $29,577 with a Chartered Canadian bank and Thai banks and $11,853 restricted for use pursuant to the agreement signed with Metal Tiger Plc at Note 15).

7. TRADE AND OTHER RECEIVABLES

	As at,	
	December 31, 2015	December 31, 2014
Taxes recoverable (i)	**$ 3,494**	$ 4,706
Total Trade Receivables	**$ 3,494**	$ 4,706

(i) The taxes recoverable amount as at December 31, 2015 was not past due.

At December 31, 2015, the Company anticipates full recovery of these amounts and therefore no impairment has been recorded against these receivables. The Company holds no collateral for any receivable amounts outstanding as at December 31, 2015.

8. RELATED PARTY DISCLOSURES 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:

	December 31, 2015	December 31, 2014
Short-term employee benefits	**$ 150,000**	$ 48,000
Share based payments	**-**	-
Total compensation to key management	**$ 150,000**	$ 48,000

At December 31, 2015, included in trade and other payables is $452,000 (December 31, 2014 - $331,000) due to these key management personnel.

At December 31, 2015, included in trade and other payables is $37,000 (December 31, 2014 - $Nil) due to a service provider controlled by a member of key management of the Company.

During the year ended December 31, 2014, $68,800 was advanced to SEA by a company related to a Director of SEA. As at December 31, 2015, $68,800 (December 31, 2014 - $68,800) is due. The note payable is unsecured, bears no interest and has no fixed terms of repayment. The promissory note is contained in liabilities related to assets held for sale.

(Expressed in Canadian dollars)

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

	As at,	
	December 31, 2015	December 31, 2014
Less than one month	**$ 65,976**	$ 41,111
Over one month	**1,354,430**	1,193,341
Total Trade and Other Payables	**$ 1,420,406**	$ 1,234,452

10. SHARE CAPITAL

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 December 31, 2013 and December 31, 2014	**32,249,180**	**$ 18,606,771**
Shares issued for dividends on convertible debenture	194,656	58,397
Conversion of convertible debentures	833,749	225,619
Warrants issued on conversion of convertible debentures	-	(54,000)
Balance at December 31, 2015	**33,277,585**	**$ 18,836,787**

<u>Dividends on convertible debentures:</u>

On March 11, 2015, the Company paid dividends of $53,510 by issuing 178,369 common shares with respect to convertible debentures issued on December 7, 2012 with a principal amount of $224,500. Dividends were paid for the period January 1, 2014 to March 11, 2015 and pursuant to the terms of the debentures the common shares were issued at a price of $0.30. See Note 14.

On March 11, 2015, the Company paid dividends of $4,887 by issuing 16,287 common shares with respect to convertible debentures issued on November 21, 2013 with a principal amount of $20,500. Dividends were paid for the period January 1, 2014 to March 11, 2015 and pursuant to the terms of the debentures the common shares were issued at a price of $0.30. See Note 14.

<u>Conversion of convertible debentures:</u>

On March 11, 2015, the Company converted convertible debentures issued on December 7, 2012 with a principal amount of $224,500 into 748,333 units of the Company at a conversion price of $0.30 per unit. Each unit consists of one common share in the capital of the Company and one-half of a common share purchase warrant which will entitle the holder thereof to purchase one common share at a price of $0.40 to December 31, 2016. See Note 14.

On March 11, 2015, the Company converted convertible debentures issued on November 21, 2013 with a principal amount of $20,500 to 85,416 units of the Company at a conversion price of $0.24. Each unit consisted of one common share and one half common share purchase warrant. Each unit consists of one common share in the capital of the Company and one-half of a common share purchase warrant which will entitle the holder thereof to purchase one common share at a price of $0.32 to December 31, 2016. See Note 14.

(Expressed in Canadian dollars)

10. SHARE CAPITAL (continued)

Shares to be issued:

As of December 31, 2014, the Company recorded dividends payable on the convertible debentures to December 31, 2014 of $237,400. During the year ended December 31, 2015, $58,397 in dividends were paid through the issuance of 194,656 shares and the remaining $179,003 was forgiven pursuant to Forbearance Agreements signed by the remaining debenture holders. See Note 14.

11. RESERVE FOR WARRANTS

The following table reflects the continuity of warrants for the years ended December 31, 2015 and 2014.

	Number of Warrants	Amount
Balance – December 31, 2013	**10,012,315**	**$ 822,000**
Expired warrants	(179,040)	-
Balance – December 31, 2014	**9,833,275**	**$ 822,000**
Expired warrants	(27,511)	-
Warrants issued on conversion of convertible debentures (i)	416,874	54,000
Balance – December 31, 2015	**10,222,638**	**$ 876,000**

(i) The warrants were issued pursuant to the conversion of convertible debentures described in Note 10 and 14 and had a grant date fair value of $54,000, which was estimated using the Black-Scholes option pricing model and the following assumptions:

Risk-free interest rate	0.57%	Expected volatility	100%
Dividend yield	nil	Expected life	1.8 years
Market price	$0.30	Exercise price	$0.32 to $0.40

Warrants to purchase common shares carry exercise prices and terms to maturity at December 31, 2015 as follows:

Exercise price $	Number of outstanding warrants	Expiry date
0.32	42,708	December 2016
0.40	374,166	December 2016
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***
Total	10,222,638	

* 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.

(Expressed in Canadian dollars)

12. SHARE BASED PAYMENTS

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 based payment 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 based payment arrangements within a 12-month period shall not exceed 10% of the outstanding shares of the Company.

As at December 31, 2015, the Company had 352,758 (December 31, 2014 – 249,918) options remaining for issuance under the plan.

Summary of stock option activity is as follows:

	Number of stock options (outstanding and exercisable)	Weighted average exercise price
Balance, December 31, 2013, December 31, 2014 and December 31, 2015	**2,975,000**	**$ 0.22**

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

Price Range	Expiry dates	Number of Options (outstanding and exercisable)	Weighted Average Remaining Life (years)	Weighted Average Exercise Price
$0.20	October 26, 2017	2,075,000	1.82	$ 0.20
$0.25	February 11, 2018	900,000	2.12	$ 0.25
$0.20 - $0.25		2,975,000	1.91	$ 0.22

(Expressed in Canadian dollars)

13. RESERVE FOR SHARE BASED PAYMENTS

A summary of the changes in the Company's reserve for share based payments for the years ended December 31, 2015 and 2014 is set out below:

	December 31, 2015	December 31, 2014
	Amount ($)	Amount ($)
Balance at beginning of year	**1,243,407**	**1,243,407**
Balance at the end of year	**1,243,407**	**1,243,407**

14. CONVERTIBLE DEBENTURES

A) SERIES 1

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 total gross proceeds of $983,156, broken down into gross proceeds of $927,296 from the December 7, 2012 tranche and gross proceeds of $55,860 from the February 13, 2013 tranche. 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.

On March 11, 2015 the Company paid dividends of $53,510 by issuing 178,369 common shares with respect to convertible debentures issued on December 7, 2012 with a principal amount of $224,500. Dividends were paid for the period January 1, 2014 to March 11, 2015 and pursuant to the terms of the debentures the common shares were issued at a price of $0.30. On March 11, 2015 the Company also converted the same debentures with a principal amount of $224,500 to 748,333 units of the Company at a conversion price of $0.30 per unit. Each unit consists of one common share in the capital of the Company and one-half of a common share purchase warrant which will entitle the holder thereof to purchase one common share at a price of $0.40 to December 31, 2016.

During the year ended December 31, 2015, the Company entered into Acknowledgement, Forbearance & Direction Agreements ("Forbearance Agreements") with all other convertible debenture holders issued on December 7, 2012 and February 13, 2013 and not subject to the conversion on March 11, 2015 in the aggregate principal amount of $778,720. Pursuant to the Forbearance Agreements, the convertible debenture holders have agreed to waive the right to all dividend payments commencing January 1, 2014 and to negotiate in good faith to amend certain terms of the convertible debenture.

The rate of interest on the debentures (paid on March 11, 2015 and subject to the Forbearance Agreements) is 20% per annum (adjusted rate based on the high risk of the Company), 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.

These debentures are classified as equity and any interest is treated as dividends in these financial statements.

14. CONVERTIBLE DEBENTURES (continued)

B) SERIES 2

On November 21, 2013 the Company closed a non brokered private placement of unsecured convertible debentures for gross proceeds of $180,105. The debentures were issued at a 2% discount to the face value of $183,780. On the maturity date, each debenture will be convertible into units of the Company at a price deemed to be a 20% discount to the price of securities issued in connection with a qualifying transaction. 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 for a period of two years from the maturity date at a price deemed to be a 20% premium to the price of securities issued in connection with a qualifying transaction. 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; December 31, 2014. A qualifying transaction is: a private placement of equity securities of the Company or convertible debt instruments of the Company, where the conversion price of such debt securities is determined; a merger, reverse takeover, amalgamation, arrangement or other reorganization by the Company with another unrelated entity; the sale, lease or transfer of all or substantially all of the Company's assets to any other person or persons; or such other transaction that the directors can reasonably determine a value for the securities of the Company.

On March 11, 2015, the Company paid interest of $4,887 by issuing 16,287 common shares with respect to convertible debentures issued on November 21, 2013 with a principal amount of $20,500. Dividends were paid for the period January 1, 2014 to March 11, 2015 and pursuant to the terms of the debentures the common shares were issued at a price of $0.30. On March 11, 2015 the Company converted the same debentures with a principal amount of $20,500 to units of the Company at a price of $0.24 per unit. Each unit consists of one common share in the capital of the Company and one-half of a common share purchase warrant which will entitle the holder thereof to purchase one common share at a price of $0.32 to December 31, 2016.

During the year ended December 31, 2015, the Company entered into Forbearance Agreements with all other holders of convertible debentures issued on November 21, 2013 and not subject to the conversion on March 11, 2015 in the aggregate principal amount of $163,280. Pursuant to the Forbearance Agreements, the convertible debenture holders have agreed to waive the right to all interest payments commencing January 1, 2014 and to negotiate in good faith to amend certain terms of the convertible debenture.

The rate of interest on the debentures (paid on March 11, 2015 and subject to the Forbearance Agreements) is 20% per annum (adjusted rate based on the high risk of the Company), payable quarterly in equal installments on December 31, March 31, June 30, and September 30 of each year in cash or common shares, at the option of the Company.

Classification

The debentures that closed on December 7, 2012 and February 13, 2013 are classified as equity.

The debentures that closed on November 21, 2013 are classified as a current liability.

15. ASSETS AND LIABILITIES HELD FOR SALE

On November 23, 2015, the Company signed an agreement with Metal Tiger plc ("Metal Tiger"), a London Stock Exchange listed natural resources company focused on the mining sector. The agreement provided 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").

The JV Buyout

Subsequent to signing the agreement Metal Tiger fulfilled its obligations under the JV Buyout and paid SEA US$50,000 for 100% ownership of the exploration applications and/or licenses in Nakon Sawan, Lopburi and Chanthaburi Provinces. Metal Tiger also paid 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 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 US$300,000. The price per Metal Tiger share will be determined using the volume weighted average price ("VWAP") of Metal Tiger shares for the 14 day period preceding the date the shareholders of SEA approve the Thailand Asset Acquisition Option. Metal Tiger will also pay SEA the cash value of deposits made by the Company with the Thailand mining authorities of US$ 33,286 (the "First Option").

- Upon receipt of an exploration permit on for special prospecting license application 1/2557 which remains outstanding, Metal Tiger will pay SEA within 30 days US$100,000 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.

As of December 31, 2015, the transaction had not yet closed. The Company obtained shareholder approval on January 12, 2016. On March 23, 2016, all the closing conditions of the Thailand Asset Acquisition Option were fulfilled (see Note 19).

(Expressed in Canadian dollars)

15. ASSETS AND LIABILITIES HELD FOR SALE (continued)

Assets and liabilities related to the Thailand subsidiaries have been classified as held for sale and measured at the lower of carrying amount and fair value less costs to sell in the consolidated statements of financial position.

As at December 31, 2015, the assets and liabilities held for sale were comprised of:

		December 31, 2015
Assets		
Cash	**$**	**25,778**
Restricted cash		**11,597**
Prepaid expenses		**2,494**
Property, plant and equipment		**4,704**
	$	**44,573**
Liabilities		
Trade and other payables	**$**	**28,499**
Promissory note (Note 8)		**68,800**
	$	**97,299**

16. 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.

Other claims against the Company

In 2013 a statement of claim was filed against the Company by a supplier of services in the amount of $73,665. The Company has filed a statement of defense, provided for the full amount in the financial statements, and is of the opinion the amount claimed is excessive for the services provided by the supplier.

17. SEGMENTED INFORMATION

Operating Segments

At December 31, 2015 the Company's operations comprise a single operating segment engaged in mineral exploration in Thailand.

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)

17. SEGMENTED INFORMATION (continued)

Geographic Information

Southeast Asia is in the business of mineral exploration and evaluation in the country of Thailand. Southeast Asia's geographic information is as follows:

	December 31, 2015	December 31, 2014
Consolidated expenses (recoveries)		
Canada (Corporate)	**$ 34,296**	$ 201,411
Thailand	**143,323**	163,021
	$ 177,619	$ 364,432

	December 31, 2015	December 31, 2014
Identifiable assets		
Canada	**$ 49,934**	$ 6,507
Thailand	**44,573**	76,082
	$ 94,507	$ 82,589

18. INCOME TAXES

Income Tax Provincial

The Company's income tax provision differs from the amount resulting from the application of the Canadian statutory income tax rate. A reconciliation of the combined Canadian federal and provincial income tax rates with the Company's effective tax rates for the years ended December 31, 2015 and 2014 is as follows:

	2015	2014
Combined statutory income tax rate	**26.50%**	26.50%
Recovery of income taxes computed at statutory rates	**(47,000)**	(97,000)
Difference in foreign jurisdiction tax rates	**6,000**	229,000
Non-deductible expenses and other	**132,000**	56,000
Tax benefits of losses and temporary differences not recognized	**(91,000)**	(188,000)
Income tax provision	**-**	-

The Canadian statutory income tax rate of 26.5% (2014 – 26.5%) is comprised of the federal income tax rate at approximately 15% (2014 – 15%) and the provincial income tax rate of approximately 11.5% (2014 – 11.5%). The Thailand statutory income tax rate is approximately 20% (2014 – 20%).

(Expressed in Canadian dollars)

18. INCOME TAXES (continued)

Deferred Income Tax

The primary differences which give rise to the deferred income tax assets and liabilities using the deferred tax rate of 26.50% (2014 – 26.50%) at December 31, 2015 and 2014 are as follows:

	2015	2014
Deferred tax assets	**$**	$
Share issuance costs and other	**-**	12,000
Exploration expenditures	**301,000**	301,000
Non-capital losses carried forward	**2,246,000**	2,215,000
	2,547,000	2,528,000
Less: deferred tax asset not recognized	**(2,547,000)**	(2,528,000)
Net deferred tax assets	**-**	-
Deferred tax liabilities	**-**	-
Net deferred tax liability	**-**	-

The Company has available for carry forward non-capital losses in Canada of $8,476,000 (2014 - $8,357,000) and in Thailand of $2,084,000 (2014 - $2,448,000) to offset future taxable income. As at December 31, 2015, the non-capital loss carry forwards expire as follows:

	Thailand	Canada
	$	$
2016	739,000	-
2017	698,000	-
2018	498,000	
2019	58,000	
2020	91,000	
2026	-	261,000
2027	-	630,000
2028	-	2,108,000
2029	-	1,127,000
2030	-	1,647,000
2031	-	1,053,000
2032	-	641,000
2033	-	721,000
2034	-	174,000
2035	-	114,000
	2,084,000	8,476,000

19. SUBSEQUENT EVENTS

On March 23, 2016 all the closing conditions of the Thailand Asset Acquisition Option were fulfilled. Metal Tiger paid SEA US$200,000 and issued to SEA 23,799,000 Metal Tiger shares valued at US$300,000 or GBP 0.0087 per share and paid SEA the cash value of deposits relating to mining applications of US$33,286. Also, in order to meet certain minimum working capital thresholds in the Thailand subsidiaries SEA converted $310,006 of trade debt to 6,200,116 shares of the Company at CDN$0.05 per share. Subsequent to the conversion SEA had 39,477,701 shares issued and outstanding.

Pursuant to the agreement, upon receipt of an exploration permit for special prospecting license application 1/2557 which remains outstanding, Metal Tiger will pay SEA within 30 days US$100,000 and issue to SEA 23,799,000 warrants to purchase Metal Tiger shares to February 16, 2019 with an exercise price of GBP 0.0174.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
DECEMBER 31, 2015

Management's discussion and analysis (MD&A) is current to April 22, 2016 and is management's assessment of the operations and the financial results together with future prospects of Southeast Asia Mining Corp. ("Southeast Asia Mining", "SEA" or the "Company"). This MD&A should be read in conjunction with our audited consolidated financial statements for the years ended December 31, 2015 and 2014 and notes thereto, prepared in accordance with International Financial Reporting Standards. All figures are in Canadian dollars unless stated otherwise. This discussion contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to Southeast Asia's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward looking statements. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A. Additional information relevant to SEA's activities, including SEA's Press Releases can be found on SEDAR at www.sedar.com.

OVERVIEW OF THE BUSINESS AND OVERALL PERFORMANCE

The Company was incorporated on August 18, 2006 as Southeast Asia Mining Corp. by Articles of Incorporation under the *Canada Business Corporations Act.* On November 3, 2011, the Company consolidated the common shares in the capital of the Company on a 1 for 8 basis.

As at December 31, 2015, the focus of Southeast Asia Mining consisted of mineral exploration in Thailand where it conducted business through its wholly-controlled subsidiaries Southeast Asia Exploration and Mining Company Limited (formerly Geotai Exploration and Mining Ltd.) (ñSEAMò), Southeast Asia Resources Co, Ltd. (ñSEARò), White Trillium Ltd., its 80% controlled subsidiary Southeast Asia Mining Co, Ltd. (ñSEAMCò) and its 90% controlled subsidiaries Tiger Resources Ltd. and Tiger Minerals Ltd.. All companies incorporated pursuant to the laws of Thailand.

On November 23, 2015, the Company signed an agreement with Metal Tiger plc (ñMetal Tigerò), a London Stock Exchange listed natural resources company focused on the mining sector. The agreement provided 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 ñJV Buyoutò), and an option to purchase all of the Companyôs remaining exploration assets and subsidiaries located in Thailand (the ñThailand Asset Acquisition Optionò).

The JV Buyout

Subsequent to signing the agreement Metal Tiger fulfilled its obligations under the JV Buyout and paid SEA US$50,000 for 100% ownership of the exploration applications and/or licenses in Nakon Sawan, Lopburi and Chanthaburi Provinces. Metal Tiger also paid 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 granted Metal Tiger an exclusive option to purchase all of the Companyôs 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 US$300,000. The price per Metal Tiger share will be determined using the volume weighted average price (ñVWAPò) of Metal Tiger shares for the 14 day period preceding the date the shareholders of SEA approve the Thailand Asset Acquisition Option. Metal Tiger will also pay SEA the cash value of deposits made by the Company with the Thailand mining authorities of US$ 33,286 (the ñFirst Optionò).

- Upon receipt of an exploration permit on for special prospecting license application 1/2557 which remains outstanding, Metal Tiger will pay SEA within 30 days US$100,000 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.

As of December 31, 2015, the transaction had not yet closed. The Company obtained shareholders approval on January 12, 2016. On March 23, 2016 all the closing conditions of the Thailand Asset Acquisition Option were fulfilled. Metal Tiger paid SEA US$200,000 and issued to SEA 23,799,000 Metal Tiger shares valued at US$300,000 or GBP 0.0087 per share and paid SEA the cash value of deposits relating to mining applications of US$33,286. Also, in order to meet certain minimum working capital thresholds in the Thailand subsidiaries SEA converted $310,006 of trade debt to 6,200,116 shares of the Company at CDN$0.05 per share. Subsequent to the conversion SEA had 39,477,701 shares issued and outstanding.

Pursuant to the agreement, upon receipt of an exploration permit for special prospecting license application 1/2557 which remains outstanding, Metal Tiger will pay SEA within 30 days US$100,000 and issue to SEA 23,799,000 warrants to purchase Metal Tiger shares to February 16, 2019 with an exercise price of GBP 0.0174.

The assets subject to the Thailand Acquisition Agreement consists of the Companyôs interest in the following:

- The shares of Southeast Asia Exploration & Mining Company Limited (ñSEAMò), a company registered under the laws of Thailand, which holds seven (7) Special Prospecting Licence Applications (ñSPLAsò), a renewal license of an Exploration Prospecting Licence Application (ñEPLAò) and geological data relating to the previous mining, development and exploration activities conducted in Thailand;
- The shares of Southeast Asia Resources Company Limited (ñSEARò), a company registered under the laws of Thailand; and
- Southeast Asia Mining Company Limited (ñSEAMCò), a company registered under the laws of Thailand, which holds one (1) Mining Licence Application (ñMLAò).

The Companyôs short term objective is to monitor its investment of Metal Tiger common shares and assess other investment opportunities.

Going Concern Uncertainty

At December 31, 2015 the Company had a working capital deficiency of $1,586,478 (December 31, 2014 ï $1,415,763 working capital deficiency). The Company had not yet achieved profitable operations, has accumulated losses of $23,231,882 (December 31, 2014 ï $23,200,610) and expects to incur further losses in the development of its business. The Company does not have adequate cash resources to fund its operations over the next twelve months and will require additional financing in order to conduct its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. There can be no certainty as to the ability of the Company to raise sufficient additional financing in order to continue to operate, and accordingly, there is a material uncertainty that may cast significant doubt about the Companyøs ability to continue as a going concern.

As a result of the transaction with Metal Tiger, as at April 22, 2016 the Company had cash of $249,886 and 23,799,000 common shares of Metal Tiger with a market value of approximately $2 million. Fifty percent of the Metal Tiger shares are subject to a six month lock following the date of issue. The sale of the locked-in shares during the six month period is subject to the prior written consent of Metal Tiger. There can be no assurance the Metal Tiger common shares can be sold at the current market value.

OPERATIONAL DISCUSSION

The following is managementøs discussion and analysis of the results of operations and liquidity and financial condition of the Company for the year ended December 31, 2015. The MD&A should be read in conjunction with the audited consolidated financial statements and related notes for the years ended December 31, 2015 and 2014.

Results of Operations and Selected Annual Information

The following table sets forth financial information for the Company which has been summarized from the Companyøs audited consolidated financial statements for the years ended December 31, 2015 and 2014. This summary information should be read in conjunction with the Companyøs audited consolidated financial statements for the years ended December 31, 2015 and 2014, including the notes thereto.

Statement of Operations Data	Three month period ended December 31, 2015 $	Year ended December 31, 2015 $	Three month period ended December 31, 2014 $	Year ended December 31, 2014 $	Year ended December 31, 2013 $
Expenses	63,140	177,619	(55,015)	364,432	1,395,246
Net Income (Loss)	(63,140)	(177,619)	55,015	(364,432)	(1,395,246)
Net Loss per Share ï Basic and diluted	$(0.00)	$(0.01)	$0.00	$(0.01)	$(0.04)

Balance Sheet Data					
Total Assets	94,507	94,507	82,589	82,589	148,412
Working Capital (Deficiency)	(1,586,478)	(1,586,478)	(1,415,763)	(1,415,763)	(1,114,584)
Long Term Liabilities	-	-	-	-	-
Shareholdersô Equity (Deficiency)	(1,586,478)	(1,586,478)	(1,404,443)	(1,404,443)	(1,070,326)

Results for the eight most recent three month periods ended

	December 31, 2015 $	September 30, 2015 $	June 30, 2015 $	March 31, 2015 $
Total revenue	-	-	-	-
Net loss (income)	63,140	50,311	60,425	3,743
Loss (Income) per share	0.00	0.00	0.00	0.00

	December 31, 2014 $	September 30, 2014 $	June 30, 2014 $	March 31, 2014 $
Total revenue	-	-	-	-
Net loss (income)	(55,015)	136,532	163,897	119,018
Loss (income) per share	(0.00)	0.01	0.01	0.00

Three Months Ended December 31, 2015 vs 2014
Southeast Asia incurred a net loss of $63,140 or $0.00 per share for the three month period ended December 31, 2015 compared to a net income of $55,015 or $(0.00) per share for the three month period ended December 31, 2014. The more significant differences are outlined below.

During the three month period ended December 31, 2015, exploration and evaluation expenses increased to a recovery of $35,878 compared to a recovery of $3,889 during the same period in 2014. The decrease in expenditures or increase in recovery is due to the timing of the Metal Tiger JV buyout payments.

During the three month period ended December 31, 2015 management and consulting expenses increased to $113,691 compared to a recovery of $194,445 in the same period in 2014. The fluctuation is due to the Company amending certain compensation expenses during the fourth quarter of 2014 and 2015. In 2014 annual compensation was reduced during the fourth quarter while in 2015 annual compensation was increased during the fourth quarter.

Professional fees for the three month period ended December 31, 2015 were $759 compared to a recovery of $5,871 in the same period in 2014. The decrease in the current year is due to a negotiated reduction of professional fees recorded in a previous period.

During the three month period ended December 31, 2015, office and general expenses decreased by $46,483 to $9,940 compared to $56,423 in the same period in 2014. The amount decreased due the Company incurring the basic necessary expenses to continue operations.

During the three month period ended December 31, 2015, shareholders information and regulatory costs increased by $6,317 to $7,284 compared to $967 in the same period in 2014. The amounts increased as a result of the costs associated with holding a shareholders meeting to approve the Metal Tiger agreement.

Year Ended December 31, 2015 vs 2014
Southeast Asia incurred a net loss of $177,619 or $(0.01) per share for the year ended December 31, 2015 compared to a loss of $364,432 or $(0.01) per share for the year ended December 31, 2014. The more significant differences are outlined below.

During the year ended December 31, 2015, exploration and evaluation expenses decreased to a recovery of $66,641 compared to expenditures of $111,233 during the same period in 2014. The decrease in expenditures or increase in recovery is due to the timing of the Metal Tiger JV buyout payments.

During the year ended December 31, 2015 management and consulting expenses increased by $132,825 to $172,825 compared to $40,000 in the same period in 2014. The fluctuation is due to the Company amending certain compensation expenses during the fourth quarter of 2014 and 2015. In 2014 annual compensation was reduced during the fourth quarter while in 2015 annual compensation was increased during the fourth quarter.

Professional fees for the year ended December 31, 2015 were $12,428 compared to $19,690 in the same period in 2014. The decrease in the current year is due to a negotiated reduction of professional fees recorded in a previous period.

During the year ended December 31, 2015, office and general expenses decreased by $15,439 to $78,593 compared to $94,032 in the same period in 2014. The amount decreased due the Company incurring the basic necessary expenses to continue operations.

During the year ended December 31, 2015, shareholders information and regulatory costs increased by $5,393 to $13,070 compared to $7,677 in the same period in 2014. The amounts increased as a result of the costs associated with holding a shareholders meeting to approve the Metal Tiger agreement.

Financial Position
As at December 31, 2015 the Company had assets of $94,507 (December 31, 2014 ï $82,589), liabilities of $1,680,985 (December 31, 2014 ï $1,487,032), and a shareholdersô deficiency position of $1,586,478 (December 31, 2014 - $1,404,443).

Total assets as at December 31, 2015 consisted primarily of cash and cash equivalents of $46,440 (December 31, 2014 ï $29,577), assets held for sale of $44,573 (December 31, 2014 - $nil) and receivables of $3,494 (December 31, 2014 ï $4,706).

Total liabilities as at December 31, 2015 consisted primarily of trade and other payables of $1,420,406 (December 31, 2014 - $1,090,002), convertible debentures $163,280 (December 31, 2014 - $183,780), and liabilities related to assets held for sale $97,299 (December 31, 2014 ï $nil).

Included in current liabilities are convertible debentures of $163,280 (December 31, 2014 - $183,780) with a face value of $163,280 (December 31, 2014 - $183,780). Included in shareholdersô deficiency is a reserve for convertible debentures of $711,494 (December 31, 2014 - $916,613) with a face value of $778,720 (December 31, 2014 - $1,003,220). As at the date of this MD&A, the Company expects to convert the debentures into shares and that no cash will be used to extinguish the liabilities.

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:

	December 31, 2015	December 31, 2014
Short-term employee benefits	$ 150,000	$ 48,000
Share based payments	-	-
Total compensation to key management	$ 150,000	$ 48,000

At December 31, 2015, included in trade and other payables is $452,000 (December 31, 2014 - $331,000) due to these key management personnel.

At December 31, 2015, included in trade and other payables is $37,000 (December 31, 2014 - $Nil) due to a service provider controlled by a member of key management of the Company.

During the year ended December 31, 2014, $68,800 was advanced to SEA by a company related to a Director of SEA. As at December 31, 2015, $68,800 (December 31, 2014 - $68,800) is due. The note payable is unsecured, bears no interest and has no fixed terms of repayment. The promissory note is contained in liabilities related to assets held for sale in the consolidated financial statements.

ASSETS AND LIABILITIES HELD FOR SALE

On November 23, 2015, the Company signed an agreement with Metal Tiger plc (ñMetal Tigerò), a London Stock Exchange listed natural resources company focused on the mining sector. The agreement provided 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 ñJV Buyoutò), and an option to purchase all of the Companyös remaining exploration assets and subsidiaries located in Thailand (the ñThailand Asset Acquisition Optionò).

The JV Buyout

Subsequent to signing the agreement Metal Tiger fulfilled its obligations under the JV Buyout and paid SEA US$50,000 for 100% ownership of the exploration applications and/or licenses in Nakon Sawan, Lopburi and Chanthaburi Provinces. Metal Tiger also paid 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.

SOUTHEAST ASIA
MINING CORP.

Thailand Asset Acquisition Option

SEA granted Metal Tiger an exclusive option to purchase all of the Companyȏs 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 US$300,000. The price per Metal Tiger share will be determined using the volume weighted average price (ñVWAPò) of Metal Tiger shares for the 14 day period preceding the date the shareholders of SEA approve the Thailand Asset Acquisition Option. Metal Tiger will also pay SEA the cash value of deposits made by the Company with the Thailand mining authorities of US$ 33,286 (the ñFirst Optionò).

- Upon receipt of an exploration permit on for special prospecting license application 1/2557 which remains outstanding, Metal Tiger will pay SEA within 30 days US$100,000 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.

As of December 31, 2015, the transaction had not yet closed. The Company obtained shareholders approval on January 12, 2016. On March 23, 2016 all the closing conditions of the Thailand Asset Acquisition Option were fulfilled.

Assets and liabilities related to the Thailand subsidiaries have been classified as held for sale and measured at the lower of carrying amount and fair value less costs to sell in the consolidated statements of financial position.

As at December 31, 2015, the assets and liabilities held for sale were comprised of:

		December 31, 2015
Assets		
Cash	**$**	**25,778**
Restricted cash		**11,597**
Prepaid expenses		**2,494**
Property, plant and equipment		**4,704**
	$	**44,573**
Liabilities		
Trade and other payables	**$**	**28,499**
Promissory note		**68,800**
	$	**97,299**

CAPITAL RESOURCES AND LIQUIDITY

At December 31, 2015 the Company had a working capital deficiency of $1,586,478 (December 31, 2014 ï $1,415,763 working capital deficiency). The Company had not yet achieved profitable operations, has accumulated losses of $23,231,882 (December 31, 2014 ï $23,200,610) and expects to incur further losses in the development of its business. The Company does not have adequate cash resources to fund its operations over the next twelve months and will require additional financing in order to conduct its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. There can be no certainty as to the ability of the Company to raise sufficient additional financing in order to continue to operate, and accordingly, there is a material uncertainty that may cast significant doubt about the Companyôs ability to continue as a going concern.

As a result of the Metal Tiger Transaction noted above, as at April 22, 2016 the Company had cash of $249,886 and 23,799,000 common shares of Metal Tiger with a market value of approximately $2 million. Fifty percent of the Metal Tiger shares are subject to a six month lock following the date of issue. The sale of the locked-in shares during the six month period are subject to the prior written consent of Metal Tiger. There can be no assurance the Metal Tiger common shares can be sold at the current market value.

Recent Financing Activities

<u>Series 1</u>
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 total gross proceeds of $983,156, broken down into gross proceeds of $927,296 from the December 7, 2012 tranche and gross proceeds of $55,860 from the February 13, 2013 tranche. 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.

On March 11, 2015 the Company paid dividends of $53,510 by issuing 178,369 common shares with respect to convertible debentures issued on December 7, 2012 with a principal amount of $224,500. Dividends were paid for the period January 1, 2014 to March 11, 2015 and pursuant to the terms of the debentures the common shares were issued at a price of $0.30. On March 11, 2015 the Company also converted the same debentures with a principal amount of $224,500 to 748,333 units of the Company at a conversion price of $0.30 per unit. Each unit consists of one common share in the capital of the Company and one-half of a common share purchase warrant which will entitle the holder thereof to purchase one common share at a price of $0.40 to December 31, 2016.

During the year ended December 31, 2015, the Company entered into Acknowledgement, Forbearance & Direction Agreements (ñForbearance Agreementsò) with all other convertible debenture holders issued on December 7, 2012 and February 13, 2013 and not subject to the conversion on March 11, 2015 in the aggregate principal amount of $778,720. Pursuant to the Forbearance Agreements, the convertible debenture holders have agreed to waive the right to all dividend payments commencing January 1, 2014 and to negotiate in good faith to amend certain terms of the convertible debenture.

The rate of interest on the debentures (paid on March 11, 2015 and subject to the Forbearance Agreements) is 20% per annum (adjusted rate based on the high risk of the Company), 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.

These debentures are classified as equity and any interest is treated as dividends.

Series 2

On November 21, 2013 the Company closed a non-brokered private placement of unsecured convertible debentures for gross proceeds of $180,105. The debentures were issued at a 2% discount to the face value of $183,780. On the maturity date, each debenture will be convertible into units of the Company at a price deemed to be a 20% discount to the price of securities issued in connection with a qualifying transaction. 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 for a period of two years from the maturity date at a price deemed to be a 20% premium to the price of securities issued in connection with a qualifying transaction. 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; December 31, 2014. A qualifying transaction is: a private placement of equity securities of the Company or convertible debt instruments of the Company, where the conversion price of such debt securities is determined; a merger, reverse takeover, amalgamation, arrangement or other reorganization by the Company with another unrelated entity; the sale, lease or transfer of all or substantially all of the Companyôs assets to any other person or persons; or such other transaction that the directors can reasonably determine a value for the securities of the Company.

On March 11, 2015, the Company paid interest of $4,887 by issuing 16,287 common shares with respect to convertible debentures issued on November 21, 2013 with a principal amount of $20,500. Dividends were paid for the period January 1, 2014 to March 11, 2015 and pursuant to the terms of the debentures the common shares were issued at a price of $0.30. On March 11, 2015 the Company converted the same debentures with a principal amount of $20,500 to units of the Company at a price of $0.24 per unit. Each unit consists of one common share in the capital of the Company and one-half of a common share purchase warrant which will entitle the holder thereof to purchase one common share at a price of $0.32 to December 31, 2016.

During the year ended December 31, 2015, the Company entered into Forbearance Agreements with all other holders of convertible debentures issued on November 21, 2013 and not subject to the conversion on March 11, 2015 in the aggregate principal amount of $163,280. Pursuant to the Forbearance Agreements, the convertible debenture holders have agreed to waive the right to all interest payments commencing January 1, 2014 and to negotiate in good faith to amend certain terms of the convertible debenture.

The rate of interest on the debentures (paid on March 11, 2015 and subject to the Forbearance Agreements) is 20% per annum (adjusted rate based on the high risk of the Company), payable quarterly in equal installments on December 31, March 31, June 30, and September 30 of each year in cash or common shares, at the option of the Company.

Classification

The debentures that closed on December 7, 2012 and February 13, 2013 are classified as equity.

The debentures that closed on November 21, 2013 are classified as a current liability.

COMMITMENTS AND CONTINGENCIES

Environmental contingencies

The Companyφs 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.

Other claims against the Company

In 2013 a statement of claim was filed against the Company by a supplier of services in the amount of $73,665. The Company has filed a statement of defense, provided for the full amount in the financial statements, and is of the opinion the amount claimed is excessive for the services provided by the supplier.

OFF-STATEMENT OF FINANCIAL POSITION ARRANGEMENTS

The Company has no off-statement of financial position arrangements.

DIVIDEND INFORMATION

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

The interest on the debentures that are classified as equity is treated as dividends in these financial statements.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

	December 31, 2015 **$**	December 31, 2014 $
Corporate expenses	**177,619**	364,432
Total assets	**94,507**	82,589
Corporate expenses		
Management and consulting fees	**172,825**	40,000
Exploration and evaluation expenditures	**(66,641)**	111,233
Office and general	**78,593**	94,032
Accretion (recovery) expenses	**(32,656)**	91,800
Professional fees	**12,428**	19,690
Shareholder information and regulatory costs	**13,070**	7,677
	177,619	364,432

SOUTHEAST ASIA MINING CORP.

DISCLOSURE OF OUTSTANDING SHARE DATA AS OF APRIL 22, 2016

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	39,477,701 Common Shares
Securities convertible or exercisable into voting or equity shares		a) Options to acquire up to 2,975,000 common shares b) 10,222,638 warrants exercisable to acquire common shares of the Company c) Shares issuable on conversion of Convertible debentures with principal amount of \$778,720(1) d) Shares issuable on conversion of Convertible debentures with principal amount of \$163,280(2)

(1) During the first quarter, the Company converted to units or entered into Acknowledgement, Forbearance & Direction Agreements (ñForbearance Agreementsò) with all convertible debenture holders issued on December 7, 2012 and February 13, 2013. Pursuant to the Forbearance Agreement the convertible debenture holders have agreed to waive the right to all dividend payments commencing January 1, 2014 and to negotiate in good faith to amend certain terms of the convertible debenture.

(2) During fiscal 2015, the Company converted to units or entered into Acknowledgement, Forbearance & Direction Agreements (ñForbearance Agreementsò) with all convertible debenture holders issued on November 21, 2013. Pursuant to the Forbearance Agreement the convertible debenture holders have agreed to waive the right to all dividend payments commencing January 1, 2014 and to negotiate in good faith to amend certain terms of the convertible debenture.

CRITICAL ACCOUNTING ESTIMATES

The preparation of these consolidated financial statements using accounting policies in accordance with IFRS requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent 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 valuation of deferred income tax amounts, determination of the appropriate amount of decommissioning liabilities, the estimated life for its property plant and equipment, and the calculation of share-based payments, warrants and the value of the conversion rights on convertible debentures. Significant estimates and judgments made by management in the preparation of these financial statements are outlined below:

Calculation of share based payments, warrants and conversion rights on convertible debentures

The Black-Scholes option pricing model is used to determine the fair value for the share based payments, warrants and conversion rights 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.

Fair value of financial instruments
Where fair value of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk, and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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.

Useful life of assets subject to depreciation
The Company reviews at the end of each reporting period the useful life of assets subject to depreciation.

Decommissioning liability
These are made based on pre-tax discounting of the estimated future settlement amounts. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the provision required for decommissioning as a result of contamination and damages, if any, caused by exploration and evaluation activities. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed quarterly and are based on current regulatory requirements. Significant changes in estimates will result in changes to provisions on a quarterly basis. Actual rehabilitation costs will ultimately depend on actual future settlement amount for the rehabilitation costs which will reflect the market condition at the time of the rehabilitation costs are actually incurred.

The Company estimates that no decommission provision is required as of December 31, 2015 and 2014.

Functional currency
The Companyǿs management is required to make judgments as to the currency of the primary economic environment in which an entity operates to determine the functional currency of the entity. The Company has determined that the functional currency of the parent company to be the Canadian dollar and the Thai baht is the functional currency for its Thai subsidiaries.

Going concern assumption
Going concern presentation of the consolidated financial statements which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

FINANCIAL RISK FACTORS

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.

At December 31, 2015 and 2014, the Company has no financial instruments to classify in the fair value hierarchy.

As at December 31, 2015 and 2014, 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, and 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-partyөs 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 balance sheet.

a. **Cash and cash equivalents and deposits** ï Cash and cash equivalents and deposits are held with a major Canadian bank (chartered bank) and Thai banks and therefore the risk of loss is minimal.

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

ii) Liquidity risk

The Companyөs approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they become due. As at December 31, 2015 the Company had a working capital deficiency of $1,586,478 (December 31, 2014 ï $1,415,763 working capital deficiency). 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.

iii) Interest rate risk

The Company is not exposed to significant interest rate 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 is exposed to significant currency rate risk as the majority of its assets are located in Thailand and the majority of its operating expenditures, at the subsidiary level, are incurred in Thai baht.

Internal Control over Financial Reporting

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

During the year ended December 31, 2015, there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Corporationôs Chief Executive Officer (ñCEOò) and Chief Financial Officer (ñCFOò) are responsible for the design and effectiveness of disclosure controls and procedures (ñDC&Pò) and the design of international control over financial reporting (ñICFRò) to provide reasonable assurance that material information related to the Corporation is made known to the Corporationôs certifying officers. The Corporationôs controls are based on the Committee of Sponsoring Organizations (ñCOSOò) 2013 framework. The Corporationôs CEO and the CFO have evaluated the design and effectiveness of the Corporationôs DC&P as of December 31, 2015 and have concluded that these controls and procedures are effective in providing reasonable assurance that material information relating to the Corporation is made known to them by others within the Corporation. The CEO and CFO have also evaluated the design and effectiveness of the Corporationôs ICFR as of December 31, 2015 and concluded that these controls and procedures are effective in providing reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

During the current period there have been no changes in the Corporationôs DC&P or ICFR that materially affected, or are reasonably likely to materially affect, the Corporationôs internal control over financial reporting.

Operational Risk Factors

The following risk factors should be given special consideration when evaluating trends, risks and uncertainties relating to the Companyôs business. Any of the following risks could have a material adverse effect upon the Company, its business and future prospects. In addition, other risks and uncertainties not presently known by management of the Company could impair the Company and its business in the future.

There are various risks that could have a material adverse effect on among other things, the properties, business, condition (financial or otherwise) and the prospects of the Company. These factors should be reviewed carefully. Set out below are certain risk factors affecting the Company.

Future Exploration and evaluation Activities

Exploration and evaluation of mineral properties involve significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling, constructing mining and processing facilities at a site, developing metallurgical processes and extracting metals from ore. The Company cannot ensure that its current exploration and evaluation programs will result in profitable commercial mining operations, if any. Also, substantial expenses may be incurred on an exploration project, which are subsequently abandoned due to poor exploration results or the inability to define reserves which can be mined economically.

The economic feasibility of development projects is based upon many factors, including the accuracy of reserve estimates, metal recoveries, capital and operating costs; government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting and environmental protection; and precious metal prices, which are highly volatile. Transferring an exploration and evaluation asset to development project are also subject to the successful completion of feasibility studies, issuance of necessary governmental permits and availability of adequate financing.

None of the Companyǿs projects have operating history upon which to base estimates of future cash flow. Estimates of measured, indicated and inferred resources are, to a large extent, based upon detailed geological and engineering analysis.

Non-compliance with or non-satisfaction of the terms of the Amended Joint Venture Agreement ("JVA")

The Company does not currently own its properties in Thailand, but rather holds certain rights to acquire an ownership interest in the Property. However, the transfer of ownership will not be completed until the Company has satisfied all of its obligations pursuant to the Amended JVA. Any non-compliance with or non-satisfaction of the terms of the Amended JVA by the Company could result in the Company losing its interest in its properties which would have a material adverse effect on the Companyǿs operations.

The Company currently depends on its properties in Thailand

The Company only has a material interest in its Thai properties. As a result, unless the Company acquires additional properties or projects, any adverse development affecting these properties could have a material adverse effect on the Company and would materially and adversely affect the Companyǿs potential mineral resource production, profitability, financial performance and results of operations.

Title to Properties and Property Interests

Although the Company has obtained title opinions with respect to certain of its properties and has taken reasonable measures to ensure proper title to its respective properties, there is no guarantee that title to any of its properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Companyǿs interest.

The agreements pursuant to which the Company holds its rights in certain of the properties provide that the Company must make a series of cash and/or common share payments over certain periods. If the Company fails to make such payments in a timely manner, the Company may lose some, or all of its interest in those properties.

Government regulations and lack of mineral rights licences may adversely affect the Company's Operations

The Company's mining operations and exploration activities are subject to laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, mine development, prospecting, mineral production, exports, taxes, labour standards, occupational health standards, toxic wastes, and other matters. It is possible that future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of permits and agreements applicable to the Company, its subsidiaries or its properties, which could have a material adverse impact on the Company's current exploration program and future development projects.

Where required, obtaining necessary permits, licences and leases can be a complex, time consuming process and the Company cannot assure that required permits, licences and leases will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits, licences and leases and complying with these permits, licences and leases and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the exploration and evaluation of a project or the operation. Any failure to comply with applicable laws and regulations or permits, licences and leases, even if inadvertent, could result in interruption or closure of an exploration and evaluation asset, or material fines, penalties or other liabilities.

To date the Company does not hold any mining leases or land use permits on the Property. Although applications with appropriate governmental authorities will be made upon closing of the second option for the issuance of mining licences, there is no guarantee that such leases and permits will be obtained or that they will be obtained in a timely manner or without modification or amendment. The failure to obtain such leases and permits would have a material adverse effect on the Company's operations.

The Company holds special prospecting licences for certain areas surrounding its Thai properties, however, there is no guarantee that such licenses will be renewed.

There is no assurance the special prospecting license applications the Company has submitted will be advanced to a special prospecting license.

The Company's operations are subject to risks and hazards inherent in the mining industry

Operations in which the Company currently has an interest and those in which the Company may have an interest, in the future, will be subject to all of the hazards and risks normally incidental to exploring, developing and exploiting natural resources. These risks and hazards include, but are not limited to, environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geologic formations or other geological or grade problems, unanticipated changes in metallurgical characteristics and metal recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions, and other acts of God or unfavourable operating conditions and losses.

Should any of these risks and hazards affect the Company's mining operations or its exploration activities, it may cause the cost of production to increase to a point where it would no longer be economic to produce mineral resources from the Company's reserve, it may require the Company to write-down the carrying value of one or more mines or a property which is material to it, it may cause delays or a complete stoppage in the production of metals, it may result in damage to or destruction of mineral properties or processing facilities, it may result in personal injury or death or legal liability, all of which may have a material and adverse effect on the financial condition, results of operation, and cash flows of the Company.

The Company has no history of mineral production

The Company has never had mineral producing properties. There is no assurance that commercial quantities of minerals will be discovered at the Property or other future properties nor is there any assurance that the Company's exploration programs thereon will yield positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where mineral resources can profitably be produced therefrom. Factors which may limit the ability of the Company to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources which are currently being explored for, availability of additional capital and financing, and the nature of any mineral deposits. Even if the Company discovers mineralization on its Property, extraction may not be economically viable.

Local Conditions in Thailand may adversely affect the Company’s operations

Changes in political, social, business and economic conditions in Thailand could have a material effect on the business of the Company. The Company's operations and assets are concentrated in Thailand. Therefore, political, social, business and economic conditions in Thailand will have significant effect on the business of the Company. Thailand has been assessed as medium political risk by AON Political Risk, alongside South Africa and China. Any changes to tax regimes, laws which affect the Property, exchange controls or political action could impair the value of the Company's investment, and may adversely affect its financial position and the results of its operations. As the Property is located in Thailand, currency fluctuations, exchange controls, restriction on foreign investment, changes to laws which affect the Property, changes to tax regimes or political action could impair the value of the Company's investment, and may adversely affect its financial position and the results of its operations.

The Company may be adversely affected by fluctuations in foreign exchange rates. The Company does not use derivative instruments in order to reduce its exposure to foreign exchange risk but it may be required by financing institutions or may elect to adopt such procedures in conjunction with financing the ultimate construction of the Property if and when it receives the necessary permits. The Company's future capital expenditure and product revenue are largely expected to be denominated in U.S. dollars, while operating expenses are expected to be incurred in Thai baht or U.S. dollars.

Political Uncertainty

The Company conducts all of its business activities in Thailand. After several months of the government in Thailand operating in a care taker role and anti-government protesting by opposition groups, Thailand's army declared martial law on May 20, 2014. Martial law was then followed by a coup d'état on May 22, 2014 by the army. The outcome of the political situation in Thailand is uncertain and casts further doubt on the Company's ability to continue as a going concern and finance its operations.

The Company is subject to foreign operations risks

The Property is located in Thailand and, accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in Thailand. In addition, Thailand is a developing country that has experienced political and economic difficulties over the years. The Company's mineral exploration activities could be affected in varying degrees by such political stability and government regulation relating to foreign investment and the mining business. There have been several proposed revisions to the FBA to eliminate the corporate structure that allows for foreign companies to operate in Thailand. To the best of the Company's knowledge, it currently carries out its operations in accordance with all applicable rules and regulations, however, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development.

Operations may be affected by governmental regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Operations may also be affected in varying degrees by crime, extreme fluctuations in currency rates and high inflation. The Companyφs ability to conduct future exploration and development activities is subject to changes in government regulations and shifts in political attitudes over which the Company has no control.

Failure to obtain additional financing
In the past, the Company has not had and does not currently have positive cash flow from operations. The Companyφs available cash has been used and will continue to be used to fund its negative cash flow. No assurance can be given that the Company will ever generate a positive cash flow from operations.

The Company does not currently have the financial resources necessary to undertake all of its currently planned activities. There can be no assurance that the Company will be successful in obtaining any additional required funding necessary to conduct additional exploration, if warranted, on the Companyφs exploration properties or to develop mineral resources on such properties, if commercially mineable quantities of such resources are located thereon. Failure to obtain additional financing on a timely basis could cause the Company to forfeit its interest in such properties.

Exploration and Development
Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. All of the exploration licences and mining leases to which the Company has a right to acquire an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Companyφs proposed mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Companyφs operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Production
Mineral exploration is highly speculative in nature, involves many risks, and frequently does not lead to the discovery of commercial reserves of minerals. While the rewards can be substantial if commercial reserves of minerals are found, there can be no assurance that the Companyφs future exploration efforts will be successful, that any production derived therefrom will be obtained or continued, or that any such production which is attempted will be profitable.

Environmental Regulations, Permits and Licenses

The Companyǿs operations will be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation may provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to comply fully with all environmental regulations. The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various central and local governmental authorities, and such operations may be governed by-laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities may also be subject to substantial regulation under applicable laws by governmental agencies that may require the Company to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for their operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, may have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Companyǿs knowledge, it is operating in compliance with all applicable rules and regulations.

Lags

The Company is unable to predict the amount of time which may elapse between the date when any new mineral resource may be discovered and the date when production will commence from any such discovery.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company intends to put in place insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the exploration of, search for and the acquisition of attractive mineral properties. As a result of this competition, much of which is with corporations with greater financial resources than the Company, there can be no guarantee that the Company will be able to obtain funding for its exploration projects, or to obtain and maintain the necessary resources to carry out such exploration or acquire attractive properties in the future on terms it considers acceptable. Many of the other resource companies that the Company competes with have greater financial resources and/or more advanced properties that may be better able to attract equity investment and other capital. The ability of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties but also on its ability to select, acquire and bring into production or otherwise deal with suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of any minerals mined or discovered by the Company.

Commodity Prices

Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the Companyǿs operations cannot be predicted.

The Companyǿs future profitability and long-term viability will depend, in large part, on the market price of metals. Market prices for metals, including silver, lead and zinc, are volatile and are affected by numerous factors beyond the Companyǿs control, including expectations regarding inflation, global and regional demand, speculative activities, political and economical conditions and production costs in other regions. The aggregate effect of these factors on metal prices is impossible for the Company to predict.

The Company does not have a hedging policy and has no present intention to establish one. Accordingly, the Company has no protection from declines in mineral resource prices.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. There is no assurance the Company can maintain the services of its directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

The value of the securities of the Company will be affected by market volatility. There has been no public market for the Companyǿs Common Shares. An active public market for the Common Shares might not develop or be sustained after the listing of the Common Shares.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of applicable corporate law.

Dividends

The Company has not paid any dividends or distributions on its Common Shares since incorporation. The declaration and payment of dividends are subject to the discretion of the Board and depend on, among other things, the Companyǿs financial condition, general business conditions and other factors that the Board may in the future consider to be relevant.

Speculative Nature of the Securities of the Company

The securities of the Company are speculative in nature due to the Companyǿs activities. Mineral exploration is highly speculative and involves material risks. The securities of the Company are more suited to persons who can accept the risks inherent in holding shares of a mineral exploration company. No guarantee can be given that an economical viable deposit will be discovered.

Absence of Public Trading Market

Currently there is no public market for the Common Shares, and there can be no assurance that an active market for the Common Shares will develop or be sustained. If an active public market for the Common Shares does not develop, the liquidity of an investorǒs investment may be limited and the share price may decline below an investors initial purchase price.

Inability to Enforce Legal Rights in Certain Circumstances

In the event a dispute arises in Thailand or in another foreign jurisdiction, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly to the extent that the Companyǒs assets are located outside of Canada, investors may have difficulty collecting from the Company any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities legislation.

Repatriation of Earnings

Currently, Thailand has no limitation on profit or capital remittances to foreign shareholders provided that all applicable Thailand taxes have been paid. However, there can be no assurance that restrictions on the repatriation of earnings in Thailand will not be imposed in the future.

Officers and Directors of the Company Own Significant Common Shares and Can Exercise Significant Influence

The officers and directors of the Company, as a group, beneficially own, on a non-diluted basis, approximately 4.95% of the outstanding Common Shares of the Company. As such, as shareholders, the officers and directors will be able to exert significant influence on matters requiring approval by shareholders, including the election of directors and the approval of any significant corporate transactions. The concentration of ownership may also have the effect of delaying, deterring or preventing a change in control and may make some transactions more difficult or impossible to complete without the support of these shareholders.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Companyǒs ability to raise capital through future sales of Common Shares.

Future exploration and development activities may not be successful

Exploration for and development of mineral properties involve significant financial risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an orebody may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling, constructing mining and processing facilities at a site, connecting to a reliable infrastructure, developing metallurgical processes and extracting silver-lead-zinc from ore. The Company cannot ensure that its current exploration and development programs will result in profitable commercial mining operations. Also, substantial expenses may be incurred on exploration projects that are subsequently abandoned due to poor exploration results or the inability to define reserves that can be mined economically.

The economic feasibility of development projects is based upon many factors, including the accuracy of reserve estimates; metallurgical recoveries; capital and operating costs; government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting and environmental protection. Development projects are also subject to the successful completion of feasibility studies, issuance of necessary governmental permits and availability of adequate financing.

Nature of Operations

The Company is a junior exploration and development company. The Company will explore on the mineral exploration licences it holds in Thailand, and the Company cannot yet determine whether these properties will contain reserves that are economically recoverable.

Outlook and Funding Requirements

As discussed above, the Companyôs mineral properties involved are in the exploration or development stage and provide no immediate source of operating cash flow. The Company currently does not have adequate working capital to exercise its second option pursuant to the Amended JVA or to commence any significant exploration and development activities and will be required to raise additional funds to continue operations. There can be no assurance that the Company will be successful in obtaining the required funding necessary to conduct additional exploration, if warranted, or to develop mineral resources on its mineral properties, if commercial quantities of such resources are located thereon.

Forward-Looking Information

This Managementôs Discussion and Analysis includes ñforward-looking statementsò, within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as ñseekò, ñanticipateò, ñbudgetò, ñplanò, ñcontinueò, ñestimateò, ñexpectò, ñforecastò, ñmayò, ñwillò, ñprojectò, ñpredictò, ñpotentialò, ñtargetingò, ñintendò, ñcouldò, ñmightò, ñshouldò, ñbelieveò and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve its business objectives, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities.
This discussion contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to the Companyôs future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward looking statements.

Readers are therefore cautioned that risks, uncertainties and other factors included in this document are not exhaustive, and should refer to the detailed risk factors which are discussed in the Companyôs non-offering prospectus. Any forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Management's Responsibility

Management is responsible for all information contained in this report. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on managementôs informed judgments and estimates.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the consolidated financial statements with management. The Board of Directors has approved the consolidated financial statements on the recommendation of the Audit Committee.

April 22, 2016

(Signed) ñBrian Jenningsò
Brian Jennings
CEO, CFO