



## **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 **Thursday, December 7, 2017**, at the hour of 10:00 a.m. (Eastern time), at Suite 400, 365 Bay Street, 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, 2016, 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 consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving a reduction in the stated capital of the common shares of the Corporation by up to \$21,834,887.00;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving a reduction in the stated capital of the common shares of the Corporation by up to \$795,706.00 for the purpose of effecting a special distribution of an aggregate of up to \$795,706.00 to the shareholders of the Corporation, or approximately up to \$0.01 per common share of the Corporation, as a return of capital;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of incorporation of the Corporation to consolidate the issued and outstanding common shares of the Corporation by changing 20 common shares of the Corporation, or such lesser amount as the directors of the Corporation may determine, into one common share of the Corporation;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of incorporation of the Corporation to approve the change of name of the Corporation to such name as the directors of the Corporation may determine in their sole discretion; and
8. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolutions referred to in items 4, 5, 6 and 7 above are attached to this notice as exhibits A, B, C and D respectively.

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, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Tuesday, December 5, 2017 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays 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 Tuesday, October 31, 2017 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 consolidated financial statements are also available on the Corporation's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 6<sup>th</sup> day of November, 2017.

**BY ORDER OF THE BOARD**

*"Brian Jennings" (signed)*

President, Chief Executive Officer, Chief Financial Officer and Director

EXHIBIT A

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

SOUTHEAST ASIA MINING CORP. (THE "CORPORATION")

REDUCTION OF STATED CAPITAL

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the stated capital account maintained by the Corporation in respect of its Common Shares be reduced pursuant to paragraph 38(1)(c) of the *Canada Business Corporations Act* by an amount equal to up to \$21,834,887 (the "**Reduction of Stated Capital**") by deducting that amount from the stated capital account maintained by the Corporation for the common shares of the Corporation, provided that the directors of the Corporation be and they hereby are authorized to select a lesser reduction in stated capital in their sole discretion as they may deem appropriate and in the best interests of the Corporation;
2. the directors of the Corporation be authorized to fix the effective date of the Reduction of Stated Capital;
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 empowered to revoke this resolution and to determine not to proceed with the Reduction of Stated Capital without further notice to, or 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."

EXHIBIT B

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

SOUTHEAST ASIA MINING CORP. (THE "CORPORATION")

REDUCTION OF STATED CAPITAL AND RETURN OF CAPITAL

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the stated capital account maintained by the Corporation in respect of its Common Shares be reduced pursuant to paragraph 38(1)(b) of the *Canada Business Corporations Act* by an amount equal to up to \$795,706.00 by deducting that amount from the stated capital account maintained by the Corporation for the common shares of the Corporation, provided that the directors of the Corporation be and they hereby are authorized to select a lesser reduction in stated capital in their sole discretion as they may deem appropriate and in the best interests of the Corporation (the "**Distribution Reduction of Stated Capital**") for the purpose of permitting a special distribution to holders of common shares of the Corporation of up to \$0.01 per common share of the Corporation as a return of capital (the "**Return of Capital**");
2. the directors of the Corporation be authorized to fix the effective date of the Distribution Reduction of Stated Capital, fix the record date for the purpose of determining shareholders of the Corporation entitled to receive the Return of Capital and fix the exact amount of the Return of Capital;
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 empowered to revoke this resolution and to determine not to proceed with the Distribution Reduction of Stated Capital and the Return of Capital without further notice to, or 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."

EXHIBIT C

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

SOUTHEAST ASIA MINING CORP. (THE "CORPORATION")

AMENDMENT TO ARTICLES OF INCORPORATION - CONSOLIDATION

"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 20 common shares of the Corporation, or such lesser amount as the directors of the Corporation may determine, into one common share of the Corporation (the "**Consolidation**");
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 common 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 Consolidation and to determine not to proceed with the amendment of the articles of incorporation of the Corporation without further notice to, or 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."

EXHIBIT D

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

SOUTHEAST ASIA MINING CORP. (THE "CORPORATION")

AMENDMENT TO ARTICLES OF INCORPORATION – NAME CHANGE

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of the Corporation be amended to change the name of the Corporation to such name as the directors of the Corporation may determine and as may be acceptable to the Director appointed under the *Canada Business Corporations Act* (the "**Name Change**");
2. 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 Name Change and to determine not to proceed with the amendment of the articles of incorporation of the Corporation without further notice to, or approval of, the shareholders of the Corporation; and
3. 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."