

South East Asia Resources Limited
(Subject to Deed of Company Arrangement)
ABN 66 009 144 503

Notice of General Meeting and Explanatory Statement

The General Meeting of the Company will be held at Level 5, 56 Pitt Street, Sydney
NSW 2000 at 11.00 am on Monday, 31 July 2017

This is an important document. Please read it carefully.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you are unable to attend the General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on the Proxy Form.

Time and Place of Meeting and How to Vote

Venue

The General Meeting of Shareholders of South East Asia Resources Limited (Subject to Deed of Company Arrangement) will be held at:

Level 5, 56 Pitt Street Sydney NSW 2000	Commencing 11.00 am on Monday, 31 July 2017
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How to Vote

You may vote by attending the General Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the General Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting as soon as possible and either:

- send the proxy by facsimile to the Company Secretary on facsimile number +61 02 8823 3188; or
- deliver to the Company at Level 5, 56 Pitt Street, Sydney NSW 2000.

so that it is received not later than 11.00 am on Saturday, 29 July 2017.

Your proxy form is enclosed at the end of the Explanatory Statement.

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Proxy Form

South East Asia Resources Limited (Subject to Deed of Company Arrangement)

ABN 66 009 144 503

Notice of General Meeting

Notice is hereby given that a General Meeting of shareholders of South East Asia Resources Limited (subject to Deed of Company Arrangement) will be held at Level 5, 56 Pitt Street, Sydney NSW 2000 at 11.00 am on Monday, 31 July 2017 (**General Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Proxy Form and Explanatory Statement form part of this Notice of Meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered as Shareholders at 5.00 pm on Saturday, 29 July 2017.

Capitalised terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in Section 9 of the Explanatory Statement.

Agenda

Resolution 1 – Ratification of Prior Issue of Shares to Convertible Bond Holder

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment by the Company of 2,200,000 fully paid ordinary shares in the capital of the Company at an issue price of \$0.05 per share, in satisfaction of bond notes on terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 – Approval of Share Issue to Convertible Note Holder

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of 10,000,000 fully paid ordinary shares in the capital of the Company at an issue price of \$0.05 per share on conversion of convertible notes outstanding and in satisfaction of the convertible notes, be approved.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by any person who may participate in the issue and a person who might obtain a benefit if the resolution is passed (except a benefit solely in the capacity of a holder of ordinary securities), and an associate of any such person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – Approval of Share Issue to Loan Provider

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of 22,649,005 fully paid ordinary shares in the capital of the Company at an issue price of \$0.05 per share in satisfaction of the amount owing to a Loan Provider in satisfaction of the loan, be approved. "

Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by any person who may participate in the issue and a person who might obtain a benefit if the resolution is passed (except a benefit solely in the capacity of a holder of ordinary securities), and an associate of any such person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Approval of Share Placement

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, the Company approves the issue of up to 1 billion Shares at an issue price of \$0.001 per Share, to Eligible Persons to raise up to \$1,000,000 on the terms and conditions set out in the Explanatory Statement to the Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 by any person who may participate in the issue and a person who might obtain a benefit if the resolution is passed (except a benefit solely in the capacity of a holder of ordinary securities), and an associate of any such person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Ratification of Prior Issue of Shares to Eligible Person

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment by the Company of 50,000,000 fully paid ordinary shares in the capital of the Company at an issue price of \$0.001 per share."

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated this 28th day of June 2017

By Order of the Board

Gary Williams
Director

Notes:

1. A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date 5.00 pm on Saturday, 29 July 2017.

South East Asia Resources Limited (Subject to Deed of Company Arrangement)

ABN 66 009 144 503

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of the Shareholders of South East Asia Resources Limited (subject to Deed of Company Arrangement) (**Company** or **SEA**) to be held at Level 5, 56 Pitt Street, Sydney NSW 2000 at 11.00 am on Monday, 31 July 2017 (**General Meeting**).

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Summary

The key business to be conducted at the General Meeting relates to the conversion of Convertible Notes and a loan into equity, as well as the approval to raise up to \$1,000,000 through a placement.

1. Background to Resolutions

On 1 October 2014 the Company was suspended from ASX following non-lodgement of its 30 June 2014 Annual Report. The Annual Report was lodged on 28 October 2014, however the auditors disclaimed providing an audit opinion and noted that the ability of the consolidated entity to continue as a going concern was dependent upon the continued support of its Convertible Note Holders, creditors associated with key management personnel and other lenders as well as further capital raisings. The Company currently remains suspended. The Company's last quoted share trading price on ASX was \$0.017.

On 8 January 2015, David Ingram, Cameron Shaw and Richard Albarran of Hall Chadwick Chartered Accountants were appointed as joint and several Administrators of the Company pursuant to Section 436A of the *Corporations Act 2001* (the "Act").

Pursuant to Section 436E of the Act, an initial meeting of creditors of the Company was held on 19 January 2015. At that meeting, creditors endorsed the appointment of the Administrators and were advised that the business was being advertised for sale by way of expression of interest and that the Directors intend to put forward a proposal for the Company to execute a Deed of Company Arrangement (DOCA). The purpose of the DOCA is to provide for the Company to be administered in a way that maximises the chances of the Company, or as much as possible of its business to continue in existence. A meeting of creditors was convened on 20 March 2015 and approved execution of the DOCA. On 8 June 2017 a third meeting of creditors was held that varied the DOCA as set out in Section 3.1.

2. Going Forward

The Company is a resource focussed exploration company with its cornerstone project the Malala Molybdenum Project being located in the ToliToli Province of North Sulawesi, Indonesia ("the Moly Project"). The Company's strategy is for continued exploration of the Moly Project as well as exploring further opportunities.

SEA was initially suspended due to its going concern issues. The Company considers the resolutions contemplated in this Notice of Meeting are necessary to discharge debt so that its financial position is solvent and to allow the Company to have funding for the short term.

The Company will not seek lifting of the suspension of its shares on ASX after this General Meeting, but will look to be re-instated on ASX by 30 September 2017. The process for re-instatement on ASX post this General Meeting is dependent upon the undertaking of new assets.

Should the Company incorporate new assets in the business going forward, this may result in a change in scale and nature of the Company's activities and will require the Company to comply with Chapters 1 and 2 of the ASX Listing Rules including re-admission to the Official List of ASX. Broadly this requires:

- 1) Completion of audited accounts for 2015, 2016 and 2017 financial years and half-years;
- 2) Execution of a sale and purchase agreement;

- 3) Shareholder meeting seeking shareholder approval for, among other things, acquisition of the new assets;
- 4) Preparation of a prospectus in respect of a Capital Raising to fund the business for long-term growth and sustainability; and
- 5) Meeting the requirements of ASX Listing Rules Chapters 1 and 2.

3. Capital Structure

The Deed of Company Arrangement provides for trade creditors, Convertible Note Holders and Loan Providers to convert their claims into shares in the Company at a price of \$0.05 per Share. In addition, the Company will look to refinance through a Share Placement, providing funds for the cash contribution required under the terms of the DOCA (as varied) (refer Section 3.1) and for working capital.

In summary, as part of the financial restructure of the Company it is proposed that the following take place:

- 1) Conversion of Convertible Note Holder (Resolution 2);
- 2) Issue of Shares to Loan Provider in satisfaction of loan owing (Resolution 3); and
- 3) Issue up to 1 billion Shares to Eligible Persons to raise up to \$1,000,000 (Resolution 4).

Should these Resolutions be passed, the effect of the issue of Shares on the Company's capital structure is set out in the table below:

	Ordinary fully paid shares
Number on issue	807,956,577
Issue of Shares on conversion of Convertible Notes (Resolution 2)	10,000,000
Issue of Shares in satisfaction of Loan (Resolution 3)	22,649,005
Issue Shares as part of a Share Placement (maximum) (Resolution 4)	1,000,000,000
Pro-forma total issued capital	1,840,605,582

3.1 Terms of the Deed of Company Administration (DOCA) (as varied)

Nelac Nominees Pty Ltd submitted a variation to the DOCA for the recapitalisation of the Company. The terms of the DOCA were varied and approved by creditors on 8 June 2017. The major terms are as follows:

- 1) The original cash contribution of \$600,000 (of which \$230,000 remains unpaid) to be paid in to a fund (which is not an asset of the Company) by Nelac Nominees Pty Ltd and / or the Company via a Share Placement at a minimum of \$0.001 per share (Resolution 4) has been increased to \$760,000;
- 2) 50% of any rights to the shares of Amarant Mining AB to be transferred and/or paid to the Administrator under the DOCA as consideration for 50% of the Alluvia Mining loan; and
- 3) The claims of the remaining Convertible Note Holders and Loan Providers who did not convert their claims into shares at the Company's General Meeting held on 8 December 2016, may convert their claims into Shares at \$0.05 per share, or participate in any distribution under the DOCA as unsecured creditors (Resolutions 1 to 3).

4. Resolution 1 – Ratification of Prior Issue of Shares to Convertible Bond Holder

On 23 May 2017, the Company issued 2,200,000 shares in full satisfaction of convertible bonds outstanding with PA Broad Opportunity IV Limited.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 2,200,000 Shares issued in accordance with Listing Rule 7.1.

By ratifying the issue, the Company will retain the flexibility to issue securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue:

- (a) 2,200,000 Shares were issued;
- (b) the Shares were issued for \$0.05 in full satisfaction of bond notes outstanding totalling \$110,000;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to HSBC Custody Nominees (Australia) Limited; and
- (e) there were no funds raised from this issue. The Shares were issued to discharge the Company's obligations to repay convertible bonds to the value of \$110,000

5. Resolution 2 – Approval of Share Issue to Convertible Note Holder

This Resolution seeks Shareholders' approval for the conversion of Convertible Notes into fully paid ordinary shares in the Company in accordance with the Deed of Company Arrangement dated 16 April 2015 (as varied) at a conversion price of \$0.05 per Share. This approval from Shareholders is required so that the Company may achieve the restructure of its affairs through the Deed of Company Arrangement.

It is the intention of the Company, as part of its restructure under the Deed of Company Arrangement, to convert the Convertible Notes into ordinary Shares in the Company. Subject to shareholder's approval, Convertible Notes held by the note holder will be converted at the conversion price of \$0.05 per Share, subject to receiving approval from the holder. Convertible Notes held by a Convertible Note Holder must be converted in full.

The outstanding Convertible Note Holder is Cedrus Investments Ltd who is owed \$500,000 in convertible notes and, at a \$0.05 conversion, will receive 10,000,000 Shares in satisfaction of those notes.

Subject to certain exceptions, Listing rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder's approval. Accordingly, the Company seeks Shareholders' approval under Listing Rule 7.1.

Further to the information provided above, and in accordance with the requirements of Listing Rule 7.3, the following information is provided to Shareholders to allow them to assess the approval of the issue of Shares the subject of this resolution:

Nature of the financial benefit:

- (a) The number of Shares to be issued and allotted by the Company is 10,000,000 Shares;
- (b) The Convertible Notes will be converted at a conversion price of \$0.05 per Share;
- (c) The conversion of the Convertible Notes into Shares in the Company forms part of the Company's efforts to recapitalise pursuant to the Deed of Company Arrangement;
- (d) The Directors are of the opinion that, in light of the current circumstances of the Company, including the status of the Administration, the need for payment of the Convertible Note Holders and Loan Providers by fully paid shares (most of which occurred after the Company's General Meeting held on 8 December 2016) and the closing share price of the Company (prior to suspension) that the conversion price of \$0.05 per Share is reasonable and provides a substantial benefit to all shareholders as it is necessary for the Company to achieve its proposed restructure;
- (e) The Shares will be issued and allotted no later than 3 months after the date of the Meeting (or such longer period as ASX may, in its discretion allow). It is intended that all shares will be issued on the same date;
- (f) The Shares are to be issued to discharge the Company's obligations to repay the Convertible Notes to the value of \$500,000.
- (g) The allottee of the Shares is Cedrus Investment Ltd or its nominee, who will be issued 10,000,000 Shares.
- (h) All Shares issued will rank equally with the existing fully paid ordinary Shares of the Company.
- (i) A voting exclusion statement is included in the Notice of Meeting.

Financial benefits:

- (j) By converting the Convertible Notes at \$0.05 per share the Company will be relieved from the requirement under the Convertible Notes to repay the full face value of the Convertible Notes.

The Directors recommend that Shareholders vote in favour of the Resolution.

6. Resolution 3 – Approval of Share Issue to Loan Provider

This Resolution seek Shareholders' approval for the issue of 22,649,005 Shares in satisfaction of the loan outstanding to a Loan Provider at an issue price of \$0.05 per Share.

It is the intention of the Company, as part of its recapitalisation to issue Shares in satisfaction of the loan at the issue price of \$0.05 per share.

This Resolution seeks Shareholders' approval for satisfaction of the loan from the Loan Provider with the issue of fully paid ordinary shares in the Company in accordance with the Deed of Company Arrangement dated 16 April 2015 (as varied) at a price of \$0.05 per Share.

The Loan Provider is Wide Bay BVI who is owed \$1,132,450 and is to receive 22,649,005 Shares at an issue price of \$0.05 per Share in full satisfaction of the loan outstanding, subject to receiving approval from the Loan Provider.

Further to the information provided above, and in accordance with the requirements of Listing Rule 7.3, the following information is provided to Shareholders to allow them to assess the approval of the issue of Shares the subject of this resolution:

- (a) The maximum number of Shares to be issued and allotted by the Company is 22,649,005 Shares;
- (b) The Loan Provider will be converted at a price of \$0.05 per Share;
- (c) The payment of loans with Shares in the Company forms part of the Company's efforts to recapitalise pursuant to the Deed of Company Arrangement (as varied);
- (d) The Directors are of the opinion that, in light of the current circumstances of the Company, including the status of the Administration, the need for payment of the Convertible Note

Holders and Loan Providers by fully paid shares (most of which occurred after the Company's General Meeting held on 8 December 2016) and the closing share price of the Company (prior to suspension) that the conversion price of \$0.05 per Share is reasonable and provides a substantial benefit to all shareholders as it is necessary for the Company to achieve its proposed restructure;

- (e) The Shares will be issued and allotted no later than 3 months after the date of the Meeting (or such longer period as ASX may, in its discretion allow). It is intended that all shares will be issued on the same date;
- (f) The Shares are to be issued to discharge the Company's obligations to repay the loan to the value of \$1,132,450.
- (g) The allottee of the Shares will be Wide Bay BVI or its nominee, who will be issued 22,645,005 Shares.
- (h) All Shares issued will rank equally with the existing fully paid ordinary Shares of the Company.
- (i) A voting exclusion statement is included in the Notice of Meeting.

Financial benefits:

- (j) By converting the loan at \$0.05 per share the Company will be relieved from the requirement to pay in cash the amounts owing to this Loan Provider.

The Directors recommend that Shareholders vote in favour of the Resolution.

7. Resolution 4 – Approval of Share Placement

Resolution 4 seeks shareholder approval pursuant to ASX Listing Rules 7.1 for the issue of up to 1 billion Shares at an issue price of \$0.001 each to raise up to \$1,000,000 (**Share Placement**).

The purpose of the Share Placement is to provide funds for the cash contribution required under the terms of the DOCA (as varied) (refer Section 3.1) and for working capital.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the Company's ordinary securities on issue at the commencement of that period without shareholder's approval.

Further to the information provided above, and in accordance with the requirements of Listing Rule 7.3, the following information is provided to Shareholders to allow them to assess the approval of the issue of Shares the subject of Resolution 4.

- (a) the number of Shares to be issued is 1 billion;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the ASX Listing Rules;
- (c) the Shares will be issued at an issue price of \$0.001 per Share;
- (d) the Shares will be issued to Eligible Persons, none of which will be related parties;
- (e) the Shares will be issued on the same terms and conditions as the Company's existing Shares. It is intended that all Shares will be issued on the same date; and
- (f) the proposed use of funds raised by the issue of Shares is to provide funds for the cash contribution required under the DOCA (as varied) (refer Section 3.1) and for working capital.

The Directors recommend that Shareholders vote in favour of the Resolution.

8. Resolution 5 – Ratification of Prior Issue of Shares to Eligible Person

On 26 June 2017, the Company issued 50,000,000 shares to raise \$50,000.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 50,000,000 Shares issued in accordance with Listing Rule 7.1.

By ratifying the issue, the Company will retain the flexibility to issue securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue:

- (a) 50,000,000 Shares were issued;
- (b) the Shares were issued for \$0.001 raising \$50,000;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Jakel Services Pty Ltd ATF G. Robertson Family Superannuation Fund; and
- (e) \$50,000 was raised from the issue for working capital purposes.

9. Glossary

In this Explanatory Statement and the Notice of Meeting:

Administrators means Messrs David Ingram, Cameron Shaw and Richard Albarran of Hall Chadwick Chartered Accountants.

AEST time means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of South East Asia Resources Limited.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company or **SEA** means South East Asia Resources Limited (subject to Deed of Company Administration) ABN 66 009 144 503 and its subsidiaries (where appropriate).

Constitution means the current constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Convertible Notes means any convertible note issued by the Company

Convertible Note Holder means a note holder of Convertible Notes of the Company.

Deed of Company Arrangement or DOCA means the deed of company arrangement dated 16 April 2015 between the Company, the Administrators and the Directors and as varied as set out in Section 3.1.

DOCA means the deed of company arrangement dated 16 April 2015 between the Company, the Administrators and the Directors.

Director means a director of the Company.

Eligible Persons means sophisticated and professional investors within the meaning of sections 708 (8) and (11) of the Corporations Act, and persons to whom section 708(1) of the Corporations Act applies.

Explanatory Statement means the Explanatory Statement to the Notice of Meeting.

General Meeting or **Meeting** means the General Meeting of the Company the subject of the Notice of Meeting.

Loan Provider means Wide Bay BVI.

Notice of Meeting means this notice of meeting.

Ordinary Share means a fully paid ordinary share in the capital of the Company.

Proxy Form means the proxy form attached to the Notice of Meeting.

Resolution means a resolution contained in this Notice of Meeting.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Share Placement means the issue of up to 1 billion Shares at an issue price of \$0.001 per Share to raise up to \$1,000,000.

Shareholder means a shareholder of the Company.

South East Asia Resources Limited
(Subject to Deed of Company Arrangement)
ABN 66 009 144 503

Proxy Form

The Company Secretary
South East Asia Resources Limited

By Delivery:
Level 5, 56 Pitt Street Sydney,
New South Wales 2000

By Post:
Level 5, 56 Pitt Street Sydney,
New South Wales 2000

By Facsimile:
Fax number: 02 8823 3188
International: +61 2 8823 3188

I/We ¹ _____
of _____
being a Shareholder of the Company and entitled to vote at the General Meeting, hereby appoint ²

or failing such appointment, or if your named appointment fails to attend the General Meeting, the Chairman of the General Meeting as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at Level 5, 56 Pitt Street, Sydney NSW 2000 at 11.00 am on Monday, 31 July 2017 and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the chairman will vote in favour of all of the resolutions.

The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

		For	Against	Abstain
Resolution 1	Ratification of Share Issue to Convertible Bond Holder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Share Issue to Convertible Note Holder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Share Issue to Loan Provider	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Share Issue to Eligible Person	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of shareholder
² Insert name and address of proxy

Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at Level 5, 56 Pitt Street Sydney NSW 2000 (facsimile 02 8823 3188 if faxed from within Australia or +61 02 8823 3188 if faxed from outside Australia) no later than 11.00 am on Saturday, 29 July 2017.