

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 (AEDT) on Thursday, 8 December 2016

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 (AEDT) on Thursday, 8 December 2016
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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 (AEDT) on Tuesday, 6 December 2016.

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)
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Chairman's Letter

Dear Shareholders

As announced to ASX on 9 January 2015, Administrators have been appointed to South East Asia Resources Limited. On 10 April 2015, the Company entered into a Deed of Company Arrangement with its creditors. David Ingram, Cameron Shaw and Richard Albarran of Hall Chadwick were appointed Deed Administrators of the Company on 16 April 2015.

The Directors of the Company are seeking to restructure South East Asia Resources Limited at this General Meeting by proposing that Shareholders:

- Approve the Deed of Company Arrangement and Recapitalisation Proposal;
- Approve the issue of Shares in payment of Trade Creditors;
- Approve the issue of Shares to redeem Convertible Notes;
- Approve the issue of Shares to Loan Providers in satisfaction of debt; and
- Approve the issue of Shares under a Share Placement.

The Directors are of the opinion that by discharging trade creditors, convertible notes and debt, and by raising up to \$1m through a Share Placement, the Company is in a stronger financial position. This will form the basis for the Company to complete the Deed of Company Arrangement and to focus on the Company's operations, being further exploration and development of the Molybdenum licences held in and near the ToliToli Province in North Sulawesi, Indonesia as well as the acquisition of new assets.

It is important that you read the information set out in the attached documents and form your own view on the merits of the proposal. The Directors intend to vote their Shares in favour of all resolutions, subject to any applicable voting exclusion statements set out in the Notice of Meeting.

Yours faithfully

Gary Williams
Director

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 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 at 11.00 am (AEDT) on Thursday, 8 December 2016 (**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 Tuesday, 6 December 2016.

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 – Approval of Deed of Company Arrangement and Recapitalisation Proposal

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

"That for the purposes of clause 3.3(a) of the Deed of Company Arrangement dated 16 April 2015, and for all other purposes, the Deed of Company Arrangement and Recapitalisation Proposal are approved."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a Member, if the resolution is passed, and any associates of that 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 2 – Approval of Share Issue to Trade Creditors

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

"That, subject to the passing of Resolutions 1, and 3 to 6, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of 12,320,320 fully paid ordinary shares in the capital of the Company at an issue price of \$0.05 per share in satisfaction of amounts owing to trade creditors, 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 Related Party Trade Creditors

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

"That, subject to the passing of Resolutions 1, 2 and 4 to 6, for the purposes of Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 8,809,720 Shares at an issue price of \$0.05 per Share in satisfaction of amounts owing to Related Party Trade Creditors, 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 Issue to Convertible Noteholders

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

"That, subject to the passing of Resolutions 1 to 3, 5 and 6, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of 90,709,480 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 outstanding, be approved."

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 – Approval Share Issue to Loan Providers

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

"That, subject to the passing of Resolutions 1 to 4 and 6, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of 57,939,143 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 Loan Providers, be approved."

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 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 6 – Approval of Share Issue to Related Party Loan Provider

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

"That, subject to the passing of Resolutions 1 to 5, for the purposes of Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 7,306,401 Shares at an issue price of \$0.05 per Share in satisfaction of a loan owing to Ms Karen Williams as set out in the Explanatory Statement, be approved."

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 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 7 – 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 7 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.

Dated this 28th day of October 2016

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 Tuesday, 6 December 2016.

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 (AEDT) on Thursday, 8 December 2016 (**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 Company's proposed ratification of the Deed of Company Arrangement entered in to on 16 April 2015 and the conversion of trade payables, Convertible Notes and loans into shares.

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 Noteholders, 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. The purpose of the Deed of Company Arrangement 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 second meeting of creditors was convened on 20 March 2015 and approved execution of the Deed of Company Arrangement.

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 whether the Company's strategy for the business going forward is based around the current Moly Project and / or the undertaking of new assets. The basis of the business strategy going forward will be announced to market on or before February 2017.

If based on the current project, the Company will be required to:

- 1) Complete its audited accounts for 2015, 2016 and 2017 financial years and half-years; and
- 2) Prepare a prospectus and Notice of Meeting in respect of a Capital Raising to fund the business for long-term growth and sustainability, incorporating pro-forma financial information, Independent Geologist report and other information required to detail the assets and liabilities of the Company, financial position and performance, profits and losses and prospects of the business.

Should the Company look to also incorporate new assets in the business going forward, this may result in a change in 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 as set out in (2) above; 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 Noteholders 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 Refinancing Proposal (refer Section 4.1) and for working capital.

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

- 1) Shareholder approval of the Deed of Company Arrangement and Recapitalisation Proposal (Resolution 1);
- 2) Issue of shares to Trade Creditors in satisfaction of amounts owing (Resolutions 2 and 3);
- 3) Conversion of Convertible Noteholders (Resolution 4);
- 4) Issue of Shares to Loan Providers in satisfaction of loans owing (Resolutions 5 and 6); and
- 5) Issue up to 1 billion Shares to Eligible Persons to raise up to \$1,000,000 (Resolution 7).

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	312,520,518
Issue of Shares to Trade Creditors (Resolutions 2 and 3)	21,130,040
Issue of Shares on conversion of Convertible Notes (Resolution 4)	90,709,480
Issue of Shares in satisfaction of Loans (Resolutions 5 and 6)	65,245,544
Issue Shares as part of a Share Placement (maximum) (Resolution 7)	1,000,000,000
Pro-forma total issued capital	1,489,605,582

4. Resolution 1 – Approval of Deed of Company Arrangement and Recapitalisation Proposal

This Resolution seeks the approval of shareholders for the Deed of Company Arrangement dated 16 April 2015 and for the Recapitalisation Proposal.

Clause 3.3 of the Deed of Company Arrangement specifies a number of conditions subsequent, which must be met to ensure the continued operation of the Deed. Clause 3.3(a) requires the Company to obtain the approval of the Deed of Company Arrangement and the Recapitalisation Proposal by the Company's shareholders.

4.1 Recapitalisation Proposal

The Recapitalisation Proposal comprises the following:

- 1) A cash contribution of \$600,000 by Oilvest Pty Ltd and / or the Company to be paid in to a fund (which is not an asset of the Company) to be converted to equity via a share placement at a minimum of \$0.001 per share;
- 2) The Company undertake a share placement or rights issue to raise up to \$2 million at a maximum price of \$0.05 per share; and
- 3) The claims of trade creditors, Convertible Noteholders, and Loan Providers to be converted to equity by the issuing of shares at \$0.05 per share.

5. Resolutions 2 and 3 – Approval of Share Issue to Trade Creditors

These Resolutions seek Shareholders' approval for satisfaction of trade creditors with the issue of fully paid ordinary shares in the Company in accordance with the Deed of Company Arrangement dated 16 April 2015 at a 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 and, in that regard, the Company has sought the consent of all the trade creditors set out in the table below to repay the Company's debt with the issue of fully paid ordinary shares in the Company.

Trade creditors are comprised as follows:

Trade Creditors	Amount Owing (\$)	No. of Shares at \$0.05
Harun Abidin	16,492	329,840
PT Pandu Wira Sejahtera	18,135	362,700
ClarkeKann Lawyers	41,612	832,240
Indian Ocean Corporate Pty Ltd	529,735	10,594,700
Transaction Services Pty Ltd	10,042	200,840
Sub-Total Trade Creditors	616,016	12,320,320
Related Party Trade Creditors		
W Knight	34,000	680,000
W & T Knight Superannuation Fund	28,000	560,000
Jackori Consulting Pty Ltd	181,500	3,630,000
United Pastoral Pty Ltd	196,986	3,939,720
Sub-Total Related Party Trade Creditors	440,486	8,809,720
TOTAL TRADE CREDITORS	1,056,502	21,130,040

5.1 Resolution 2 – Approval of Share Issue to Trade Creditors

This Resolution seeks Shareholders' approval for satisfaction of trade creditors in respect of parties not related to the Company with the issue of fully paid ordinary shares in the Company in accordance with the Deed of Company Arrangement dated 16 April 2015 at a price of \$0.05 per Share.

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:

- (a) The maximum number of Shares to be issued and allotted by the Company is 12,320,320 Shares;
- (b) The trade creditors, with a value of \$616,016 will be converted at a price of \$0.05 per Share;
- (c) The payment of trade creditors with 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 trade creditors, Convertible Noteholders and Loan Providers by fully paid shares 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 trade creditors to the value of \$616,016.
- (g) The allottees of the Shares will be issued Shares as follows:

	Name	Number of Shares to be Issued
(i)	Harun Abidin	329,840
(ii)	PT Pandu Wira Sejahtera	362,700
(iii)	ClarkeKann Lawyers	832,240
(iv)	Indian Ocean Corporate Pty Ltd	10,594,700
(v)	Transaction Services Pty Ltd	200,840

- (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 trade creditors at \$0.05 per share the Company will be relieved from the requirement to pay in cash the amounts owing in respect of these trade payables.

Issue of Shares contingent:

- (k) The issue of Shares under this Resolution is contingent on Resolutions 1 and 3 to 6 being approved by Shareholders.

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

5.2 Resolution 3 – Approval of Share Issue to Related Party Trade Creditors

This Resolution seeks Shareholders' approval for satisfaction of Related Party Trade Creditors in respect with the issue of fully paid ordinary shares in the Company in accordance with the Deed of Company Arrangement dated 16 April 2015 at a price of \$0.05 per Share.

The Related Party Trade Creditors are creditors that are related parties (or their associates) of the Company. Subject to certain exemptions, Listing Rule 10.11 restricts a company from issuing or agreeing to issue equity securities to a related party without Shareholders' approval.

The Company does not consider that the proposed share issue falls within any of the exemptions to Listing Rule 10.11 and accordingly seeks Shareholder approval of the issue to related parties for the purposes of Listing Rule 10.11, to enable the Company to issue the securities contemplated by this Resolution.

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless one of a number of exceptions applies or shareholders' approval is obtained. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. Section 210 provides an exemption for the giving of a financial benefit that is on "arm's length" terms. The settlement with the trade creditors, who are not related parties of the Company, was negotiated at arm's length between the Company and those parties. The settlement with the Related Party Trade Creditors will take place on the same terms and conditions being an issue of shares at a deemed issue price of \$0.05 in consideration for setting off the outstanding debt. The Company has formed the view that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to Resolution 3, on the basis that the financial benefit is given on arm's length terms and the exemption in section 210 of the Corporations Act therefore applies.

Further to the information provided above, and in accordance with the requirements of Listing Rule 10.11, the following information is provided to Shareholders to allow them to assess the approval of the issue of the Shares the subject of this Resolution 3:

- (a) The maximum number of Shares to be issued and allotted by the Company is 8,809,720 Shares;
- (b) The Shares will be issued and allotted no later than 1 month after the date of the Meeting (or such longer period as ASX may, in its discretion allow);
- (c) The issue price for the Shares will be \$0.05 per Share. The Company notes however that the Shares are to be issued in satisfaction of the debts owed to the Related Party Trade Creditors to a value of \$440,486 and, accordingly, the Company will not receive any proceeds from the issue of shares in the event that Resolution 3 is passed;
- (d) The allottee of the Shares are the Related Party Trade Creditors and/or their nominees as follows:

	Name	Number of Shares to be Issued
(i)	W Knight	680,000
(ii)	W & T Knight Superannuation Fund	560,000
(iii)	Jackori Consulting Pty Ltd	3,630,000
(iv)	United Pastoral Pty Ltd	3,939,720

- (e) The Related Party Trade Creditors are related parties of the Company because of the following relationships with the Company:
 - (i) Wayne Knight, Jakob Tsaban and Gary Williams are directors of the Company;
 - (ii) Jackori Consulting Pty Ltd has Jakob Tsaban as its director; and
 - (iii) United Pastoral Pty Ltd has Gary Williams as one of its directors;
- (f) All Shares issued will rank equally with the existing fully paid ordinary Shares of the Company;
- (g) No funds will be raised by the issue. The issue of Shares is in satisfaction of the Related Party Trade Creditors and forms part of the Company's efforts to recapitalise;

- (h) 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 trade creditors, Convertible Noteholders and Loan Providers by fully paid shares 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; and
- (i) A voting exclusion statement is included in the Notice of Meeting.

Issue of Shares contingent:

- (j) The issue of Shares under this Resolution is contingent on Resolutions 1, 2 and 4 to 6 being approved by Shareholders.

The Directors will all derive a benefit as a result of this Resolution, consequently no recommendation is made in respect of this Resolution 3.

6. Resolution 4 – Approval of Share Issue to Convertible Noteholders

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 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 and, in that regard, the Company has sought the consent of all the Convertible Noteholders to convert their respective Convertible Notes into fully paid ordinary shares in the Company.

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 those noteholders will be converted at the conversion price of \$0.05 per Share. Convertible Notes held by a Convertible Noteholder must be converted in full.

Convertible Noteholders are comprised as follows:

Convertible Noteholders	Amount Owing (\$)	No. of Shares at \$0.05
Andy Xia	50,000	1,000,000
Bahen Superannuation	50,000	1,000,000
Brynwilliams Pty Ltd	250,000	5,000,000
Cedrus Investments Ltd	500,000	10,000,000
Christensen SF	50,000	1,000,000
Edward Smouha Su	50,000	1,000,000
Fat Max Pty Limited	10,000	200,000
Gerendasi Hold Pty Ltd	60,000	1,200,000
Hammerhead Holdings	25,000	500,000
KJM Trust	50,000	1,000,000
Kobia Holdings Pty Ltd	25,000	500,000
Mark Philips Stevens	50,000	1,000,000
Martin Sweet	200,000	4,000,000
RL Webb Nominees	100,000	2,000,000
Silva N A	100,000	2,000,000
Smith A W	50,000	1,000,000
Toro Oso S/F	50,000	1,000,000
Dempsey Resources Pty Limited*	2,865,474	57,309,480
TOTAL CONVERTIBLE NOTEHOLDERS	4,535,474	90,709,480

* secured over the the Company's assets

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 90,709,480 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 trade creditors, Convertible Noteholders and Loan Providers by fully paid shares 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 \$4,535,474.

(g) The allottees of the Shares will be issued Shares as follows:

	Name	Number of Shares to be Issued
(i)	Andy Xia	1,000,000
(ii)	Bahen Superannuation	1,000,000
(iii)	Brynwilliams Pty Ltd	5,000,000
(iv)	Cedrus Investments Ltd	10,000,000
(v)	Christensen SF	1,000,000
(vi)	Edward Smouha Su	1,000,000
(vii)	Fat Max Pty Limited	200,000
(viii)	Gerendasi Hold Pty Ltd	1,200,000
(ix)	Hammerhead Holdings	500,000
(x)	KJM Trust	1,000,000
(xi)	Kobia Holdings Pty Ltd	500,000
(xii)	Mark Philips Stevens	1,000,000
(xiii)	Martin Sweet	4,000,000
(xiv)	RL Webb Nominees	2,000,000
(xv)	Silva N A	2,000,000
(xvi)	Smith A W	1,000,000
(xvii)	Toro Oso S/F	1,000,000
(xviii)	Dempsey Resources Pty Limited	57,309,480

(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.

Issue of Shares contingent:

(k) The issue of Shares under this Resolution is contingent on Resolutions 1 to 3, 5 and 6 being approved by Shareholders.

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

7. Resolutions 5 and 6 – Approval Share Issue to Loan Providers

These Resolutions seek Shareholders' approval for the issue of 65,245,544 Shares in satisfaction of the loan outstanding to Loan Providers 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 loans at the issue price of \$0.05 per share.

The Loan Providers are as follows:

Loan Providers	Amount Owing (\$)	No. of Shares at \$0.05
Wide Bay BVI	1,132,450	22,649,005
AusAsia Energy Pty Ltd	49,000	980,000
Domenal Enterprises Pty Ltd	1,312,035	26,240,705
Domenic Martino	17,222	344,433
Impact Nominees	120,000	2,400,000
Minimum Risk Pty Ltd	16,250	325,000
Timriki Pty Ltd	250,000	5,000,000
Sub-Total Loan Providers	2,896,957	57,939,143
Related Party Loan Provider		
Ms Karen Williams	365,320	7,306,401
Sub-Total Related Party Loan Provider	365,320	7,306,401
TOTAL LOAN PROVIDERS	3,262,277	65,245,544

7.1 Resolution 5 – Approval of Shares Issued to Loan Providers

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

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 57,939,143 Shares;
- (b) The Loan Providers, with a value of \$2,896,957 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;
- (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 trade creditors, Convertible Noteholders and Loan Providers by fully paid shares 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 loans to the value of \$2,896,957.

- (g) The allottees of the Shares will be issued Shares as follows:

	Name	Number of Shares to be Issued
(i)	Wide Bay BVI	22,649,005
(ii)	AusAsia Energy Pty Ltd	980,000
(iii)	Domenal Enterprises Pty Ltd	26,240,705
(iv)	Domenic Martino	344,433
(v)	Impact Nominees Pty Ltd	2,400,000
(vi)	Minimum Risk Pty Ltd	325,000
(vii)	Timriki Pty Ltd	5,000,000

- (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 loans at \$0.05 per share the Company will be relieved from the requirement to pay in cash the amounts owing to these Loan Providers.

Issue of Shares contingent:

- (k) The issue of Shares under this Resolution is contingent on Resolutions 1 to 4 and 6 being approved by Shareholders.

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

7.2 Resolution 6 – Approval of Share Issue to Related Party Loan Provider

This Resolution seeks Shareholders' approval for the satisfaction of a debt owing to a Related Party 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 at a price of \$0.05 per Share.

The Related Party Loan Provider is a related party (or an associate) of the Company. Subject to certain exemptions, Listing Rule 10.11 restricts a company from issuing or agreeing to issue equity securities to a related party without Shareholders' approval.

The Company does not consider that the proposed share issue falls within any of the exemptions to Listing Rule 10.11 and accordingly seeks Shareholder approval of the issue to related parties for the purposes of Listing Rule 10.11, to enable the Company to issue the securities contemplated by this Resolution.

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless one of a number of exceptions applies or shareholders' approval is obtained. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. Section 210 provides an exemption for the giving of a financial benefit that is on "arm's length" terms. The settlement with the Loan Providers, who are not related parties of the Company, was negotiated at arm's length between the Company and those parties. The settlement with the Related Party Loan Provider, will take place on the same terms and conditions being an issue of shares at a deemed issue price of \$0.05 in consideration for setting off the outstanding debt. The Company has formed the view that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to Resolution 6, on the basis that the financial benefit is given on arm's length terms and the exemption in section 210 of the Corporations Act therefore applies.

Further to the information provided above, and in accordance with the requirements of Listing Rule 10.11, the following information is provided to Shareholders to allow them to assess the approval of the issue of the Shares the subject of this Resolution 6:

- (a) The maximum number of Shares to be issued and allotted by the Company is 7,306,401 Shares;
- (b) The Shares will be issued and allotted no later than 1 month after the date of the Meeting (or such longer period as ASX may, in its discretion allow);

- (c) The issue price for the Shares will be \$0.05 per Share. The Company notes however that the Shares are to be issued in satisfaction of the debts owed to the Related Party Loan Provider to a value of \$365,320 and, accordingly, the Company will not receive any proceeds from the issue of shares in the event that Resolution 6 is passed;
- (d) The allottee of the Shares is Ms Karen Williams and/or nominee;
- (e) The Related Party Loan Provider is a related party of the Company because Gary Williams is a director of the Company and Ms Karen Williams is his spouse;
- (f) All Shares issued will rank equally with the existing fully paid ordinary Shares of the Company;
- (g) No funds will be raised by the issue. The issue of Shares is in satisfaction of the loan and forms part of the Company's efforts to recapitalise;
- (h) 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 trade creditors, Convertible Noteholders and Loan Providers by fully paid shares 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; and
- (i) A voting exclusion statement is included in the Notice of Meeting.

Issue of Shares contingent:

- (j) The issue of Shares under this Resolution is contingent on Resolutions 1 to 5 being approved by Shareholders.

The Directors, other than those who will derive a benefit as a result of this Resolution, recommend that Shareholders vote in favour of this Resolution 6.

8. Resolution 7 – Approval of Share Placement

Resolution 7 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 Refinancing Proposal (refer Section 4.1) 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 7.

- (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;
- (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 Refinancing Proposal (refer Section 4.1) and for working capital.

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

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 Noteholder means a noteholder of Convertible Notes of the Company.

Deed of Company Arrangement 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 Providers means those who have provided loans to the Company as set out in Section 7.

Notice of Meeting means this notice of meeting.

Oilvest Pty Ltd or Oilvest means Oilvest Pty Ltd ACN 122 953 806.

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.

Recapitalisation Proposal means the proposal set out in Section 4.1.

Related Party Loan Provider means Ms Karen Williams.

Related Party Trade Creditors means trade creditors that are a related party of the Company as set out in Section 5.

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.

Lodge your vote:



By Mail:

South East Asia Resources Limited
Level 5, 56 Pitt Street
Sydney, New South Wales 2000 Australia

Alternatively you can fax your form to
(within Australia) (02) 8823 3188
(outside Australia) +61 2 8823 3188

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

SXI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX

 **For your vote to be effective it must be received by 11:00am (AEDT) Tuesday, 6 December 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

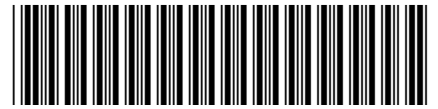
SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of South East Asia Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of South East Asia Resources Limited to be held at Level 5, 56 Pitt Street, Sydney, New South Wales on Thursday, 8 December 2016 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval of Deed of Company Arrangement and Recapitalisation Proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of Share Issue to Trade Creditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Share Issue to Related Party Trade Creditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Share Issue to Convertible Noteholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval Share Issue to Loan Providers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Share Issue to Related Party Loan Provider	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

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Computershare