SERENGETI
RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED

NOVEMBER 30, 2020

INTRODUCTORY COMMENT

Serengeti Resources Inc. is a junior mineral exploration company listed on the TSX Venture Exchange under the trading symbol “SIR”. The Company’s exploration strategy emphasizes copper-gold projects in the Quesnel Trough of British Columbia, including the advancement of Kwanika – its principal copper-gold resource-stage project located in British Columbia, which is held indirectly through Kwanika Copper Corporation (“KCC”), the joint venture company approximately 67% by Serengeti and approximately 33% by POSCO International Corporation (“PIC”). This Management Discussion and Analysis (“MD&A”) is dated January 27, 2021 and discloses specified information up to that date. Serengeti is classified as a “venture issuer” for the purposes of National Instrument 51-102. This MD&A should be read in conjunction with the Company’s condensed consolidated interim financial statements for the nine months ended November 30, 2020, which are prepared in accordance with International Financial Reporting Standards as issued by the IASB.

Throughout this report we refer from time to time to “Serengeti”, “the Company”, “we”, “us”, “our” or “its”. All these terms are used in respect of Serengeti Resources Inc. which is the reporting issuer in this document. ***We recommend that readers consult the “Cautionary Statements” on the last page of this report.***

During the nine months ended November 30, 2020, Serengeti had two principal areas of focus: advancement of its flagship Kwanika and maintenance of its extensive portfolio of properties in the Quesnel Trough of British Columbia.

THIRD QUARTER HIGHLIGHTS

FINANCIAL CONDITION

At November 30, 2020, the Company had a working capital of $110,492 compared to $1,709,179 at February 29, 2020. At November 30, 2020, the Company had $221,043 cash and cash equivalents compared to $1,802,817 at February 29, 2020.

FINANCIAL PERFORMANCE

SUMMARY OF FINANCIAL RESULTS FOR EIGHT MOST RECENTLY COMPLETED QUARTERS

Fiscal quarter ended	Revenues[1]	Net income (loss) – total	Income (loss) from continuing operations – per share [1, 2]	Net comprehensive income (loss) – total	Net income (loss) - per share [2]
		$	$	$	$
November 30, 2020	Nil	(84,688)	(0.00)	(84,688)	(0.00)
August 31, 2020	Nil	(227,747)	(0.00)	(227,747)	(0.00)
May 31, 2020	Nil	(223,779)	(0.00)	(223,779)	(0.00)
February 29, 2020	Nil	(2,564,241)	(0.02)	(2,564,241)	(0.02)
November 30, 2019	Nil	(290,911)	(0.00)	(290,911)	(0.00)
August 31, 2019	Nil	(197,824)	(0.00)	(197,824)	(0.00)
May 31, 2019	Nil	(452,468)	(0.00)	(452,468)	(0.00)
February 28, 2019	Nil	890,168	0.01	890,168	0.01

Note 1: Revenues exclude interest income. Fully diluted per share amounts are not scheduled as they would be anti-dilutive.

Note 2: Income/(loss) per share is rounded to the nearest whole cent.

RESULTS OF OPERATIONS

	Three month period ended November 30, 2020	Three month period ended November 30, 2019	Nine month period ended November 30, 2020	Nine month period ended November 30, 2019
Expenses				
Consulting	$ 48,711	$ 28,426	$ 92,259	$ 119,041
Conventions and tradeshows	1,508	1,949	10,722	16,291
Corporate development	40,128	5,969	96,692	36,414
Depreciation	6,793	7,753	19,986	18,167
Director fees	19,000	23,587	57,000	55,326
Investor relations	9,834	1,126	21,181	13,083
Management fees	49,165	45,273	168,357	139,972
Office and miscellaneous	13,868	16,222	38,050	46,755
Professional fees	12,382	23,697	31,546	52,907
Project investigation costs	8,586	5,452	77,996	21,775
Salaries	47,991	19,143	96,339	55,555
Share-based payments	51,523	73,404	89,165	364,960
Transfer agent and filing fees	6,396	13,290	12,934	24,306
	(315,885)	(265,291)	(812,227)	(964,552)
Other Items				
Impairment	-	-	(20,056)	-
Interest income	2,018	371	13,119	8,209
Share of joint venture loss	-	(136)	-	(2,277)
Other income	-	-	8,620	-
Interest expense	(2,865)	(26,088)	(4,891)	(28,347)
Gain on term loan payable	20,746	-	20,746	-
Loss on disposition of investment	(38,700)	-	(38,700)	-
Management income	-	233	-	37,598
Recovery of flow-through share premium	249,998	-	297,175	-
	231,197	(25,620)	276,013	23,349
Loss and comprehensive loss	**$ (84,688)**	**$ (290,911)**	**$ (536,214)**	**$ (941,203)**

EXPENSES AND NET LOSS

For the nine months ended November 30, 2020, the net loss was $536,214 compared to the net loss of $941,203 for the nine months ended November 30, 2019, which is a decrease in net loss of $404,989. Major variances are as follows:

- A decrease in share-based compensation of $275,795 related to the 2,100,000 stock options granted during the period ended November 30, 2019. 190,000 stock options were granted during the current period.
- A decrease in consulting fees of $26,782 related mainly to the prior year period flow-through private placement financing.
- An increase in project investigation costs of $56,221 due to evaluation of new project business opportunities.
- An increase in salaries of $40,784 due to an increase in the amount of time spent on administration due to increased activity in the Company.
- An increase in management fees of $28,385 largely related to the bonus for the prior year awarded to the CEO of the Company.

- An increase in corporate development of $60,278 due to an increase in marketing and promotional advertisements of the Company's exploration work programs.
- A decrease in professional fees of $21,361 mostly due to a decrease in legal services provided to the Company. The higher legal costs incurred in the prior year period were related to the issuance of convertible debt and review of various agreements and work programs.
- An increase in impairment charge of $20,056 related to ATG property that was written off during the current period.
- A decrease in management income of $37,598 from the prior year period related to a decrease in expenditures at the Kwanika Copper project.
- An increase in gain on term loan payable of $20,746 due to the recognition of benefit of the loan received from the government of Canada as part of the government funded COVID-19 financial assistance programs.
- An increase of $297,175 in recovery of flow through share premium in connection with the Company's exploration activities during the period.
- A decrease in interest expense of $23,456 mainly related to the acceleration of accretion and interest recorded in connection with the repayment of convertible debentures in the period ending November 30, 2019.
- An increase of $38,700 in loss on disposal of investment in connection with the reduction of investment in joint venture.

For the three months ended November 30, 2020, the net loss was $84,688 compared to the net loss of $290,911 for the three months ended November 30, 2019, which is a decrease in net loss of $206,223 Major variances are as follows:

- A decrease in share-based compensation of $21,881 related to the graded vesting of stock options granted during the current and previous quarters.
- An increase in salaries of $28,848 due to an increase in the amount of time spent on administration due to increased activity in the Company.
- An increase in corporate development of $34,159 due to an increase in marketing and promotional advertisements of the Company's exploration work programs.
- A decrease in professional fees of $11,315 mostly due to a decrease in legal services provided to the Company. The higher legal costs incurred in the prior year period were related to the issuance of convertible debt and review of various agreements and work programs.
- An increase in consulting fees of $20,285 mainly due to the time spent on matters related to the AGM and plan of arrangement.
- An increase of $249,998 in recovery of flow through share premium in connection with the Company's exploration activities during the quarter.
- A decrease in interest expense of $23,223 mainly related to the acceleration of accretion and interest recorded in connection with the repayment of convertible debentures in the quarter ending November 30, 2019.
- An increase in gain on term loan payable of $20,746 due to the recognition of benefit of the loan received from the government of Canada as part of the government funded COVID-19 financial assistance programs.
- An increase of $38,700 in loss on disposal of investment in connection with the reduction of investment in joint venture.

CASH FLOWS

The condensed consolidated interim statement of cash flows shows that the net cash position of the Company decreased by $1,581,774 in the period ended November 30, 2020. The change is attributable to the cash outflows of $659,460 used for operating activities and cash outflows of $1,026,303 used for investing activities less $103,989 of cash inflow from financing activities. The cash provided by financing activities were from cash received for warrants and options exercises and loan received from the government of Canada as part of the government funded COVID-19 financial assistance programs.

LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2020, the Company had a working capital of $110,492.

During the period ended November 30, 2020, the Company incurred a net loss of $536,214 and has cumulative losses of $35,065,192 since inception.

On June 15, 2020, the Company issued 272,104 common shares in the capital of the Company at a deemed price of $0.19 per share in settlement of $51,700 of debt owing to certain creditors who are at arm's length.

During the period ended November 30, 2020, 775,000 stock options were exercised for gross proceeds of $50,750 and 79,841 of warrants were exercised for gross proceeds of $20,048.

At the date of this report, management believes there is adequate working capital to conduct its operations for the balance of the current fiscal year. The Company is in a position to meet its current obligations as they become due.

SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Related party balances

The following amounts due to related parties are included in trade payables and accrued liabilities. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

		November 30, 2020		February 29, 2020
Directors and officers of the Company	$	121,242	$	62,233

Key management personnel compensation – paid or accrued

Key management personnel include those persons having authority and responsibility for planning, directing and controlling activities of the Company as a whole. The Company has determined that its key management personnel consist of the Company's Board of Directors and corporate officers.

		Nine-month period ended November 30, 2020		Nine-month period ended November 30, 2019
Management fees (1)	$	158,812	$	136,759
Consulting (2)		81,059		122,251
Director fees (3)		57,000		55,326
Share-based compensation		26,282		307,608
	$	323,153	$	621,944

(1) Salaries paid to David Moore, Chief Executive Officer.

(2) Includes accounting fees paid to a company controlled by Sheri Rempel, Chief Financial Officer, of $53,834 (2019: $51,241); and Includes consulting fees paid to a company controlled by Pamela White, Corporate Secretary, of $27,225 (2019: $32,760)

(3) Director fees of $19,000 were accrued

MAJOR OPERATING MILESTONES

Joint Venture – Kwanika Copper Company

On November 24, 2017, Serengeti completed a transaction whereby Serengeti, POSCO DAEWOO Corporation, since renamed Posco International Corporation ("PIC") and Kwanika Copper Corporation ("KCC") (formerly Daewoo Minerals Canada Corporation) signed a definitive joint venture agreement (the "JVA") for the exploration and development of the Kwanika property (the "Project"). Pursuant to the JVA, the respective interests of Serengeti and PIC in the Project were transferred to KCC, which serves as the vehicle for the joint venture.

In 2017, PIC contributed a total of $8,300,000 in cash and as a result of this and prior contributions, held 8,200,000 million common shares of KCC (representing 35% of the total issued shares of KCC). Serengeti contributed its 95% ownership of the Kwanika property, in exchange for 15,228,571 common shares of KCC (representing 65% of the total issued shares of KCC).

During the 2020 fiscal year, an additional $590,000 was contributed to KCC on a pro-rata basis by the two partners to further engineering studies.

During the 2020 fiscal year, $680,000 was contributed by Serengeti to KCC towards funding of the calendar 2020 work program. During the period ended November 30, 2020, the Company made an additional contribution of $542,200. As at November 30, 2020, total sole contributions by Serengeti towards funding the KCC calendar 2020 work program was $1,222,200.

As at November 30, 2020, total contributions by Serengeti to KCC were $16,795,571.

The Board of Directors and shareholders of KCC have approved a budget for exploration and project optimization to be completed at the Project during 2020. Upon completion, Serengeti will own approximately 67% of KCC as a result of sole funding the 2020 program. PIC has elected not to participate in the 2020 program and as a consequence, will dilute on a pro-rata basis to approximately 33% ownership of KCC.

Kwanika Project Activity

On May 17, 2018, KCC and the Company announced that Merit Consultants International had been selected to lead a consortium of geotechnical, environmental, metallurgical, resource, open pit and underground mining, tailings/waste/water management, hydrology and hydrogeology specialized consultants in the conduct of the PFS which was initially estimated to be completed in mid-2019.

The PFS was a complex undertaking, involving many different disciplines including resource estimation, underground and open-pit mine engineering, geotechnical engineering, tailings, waste and water management, infrastructure and environmental monitoring. The $7 million original budget for the study funded by PIC plus an additional $590,000 jointly funded by the partners was fully expended during the year.

In late 2019, KCC concluded that the Kwanika project mine plan was not fully optimized to a level such that upon its completion, the best path to feasibility and ultimately a construction decision would have been achieved. Furthermore, a number of opportunities were recognized as the PFS progressed that have the potential to add value to the project. Additional funding would be required to pursue these opportunities. The Company and KCC therefore elected to wrap up the PFS study using the balance of the funds available to it at the time to complete an interim, internal study report which documented the extensive work that was completed by the independent engineering consortium in order to best facilitate future advancement of the project.

The key items addressed in the interim study report, were as follows.

1) Revision of the resource estimate and investigation of geotechnical, groundwater and geochemical conditions. This was based on historic drilling plus the completion of 7,411m of core drilling in 21 holes in September 2018. The drilling program was designed to support detailed mine design and resource upgrade drilling and results have been published (see news releases dated October 18, November 13, and December 5, 2018). The new drill hole assays were incorporated into a revised resource estimate and geological model, both of which were key inputs for the open pit and underground block cave design. Serengeti announced the results of this resource update in a news release on March 3, 2019 and on April 18, 2019 published the results in an updated Independent 43-101 Technical Report.

Summary tables extracted from that report are included below.

Table 1: Summary of Total Pit and Underground Resource - Kwanika Central (effective date: December 14, 2018)

Pit-Constrained									
Classification	**Quantity (Mt)**	**Cut-off (CuEq%)**	**Grade**				**Contained metal**		
			CuEq (%)	**Cu (%)**	**Au (g/t)**	**Ag (g/t)**	**Cu (Mlbs)**	**Au (koz)**	**Ag (koz)**
Measured	24.2	0.13	0.51	0.34	0.33	1.07	179	254	833
Indicated	80.4		0.30	0.20	0.18	0.69	360	454	1,784
Total M+I	**104.6**		**0.35**	**0.23**	**0.21**	**0.78**	**540**	**708**	**2,617**
Inferred	5.7		0.23	0.16	0.13	0.65	20	25	119
Underground									
Classification	**Quantity (Mt)**	**Confining Shape Basis (CuEq%)**	**Grade**				**Contained metal**		
			CuEq (%)	**Cu (%)**	**Au (g/t)**	**Ag (g/t)**	**Cu (Mlbs)**	**Au (koz)**	**Ag (koz)**
Measured	18.7	0.27 confining shape -	0.58	0.36	0.40	1.15	151	239	692
Indicated	100.2		0.44	0.29	0.27	0.92	634	884	2,964
Total M+I	**118.9**		**0.46**	**0.30**	**0.29**	**0.96**	**784**	**1,123**	**3,656**
Inferred	84.7		0.27	0.17	0.18	0.60	319	480	1,634
Combined Pit and Underground									
Classification	**Quantity (Mt)**	**Cut-off (CuEq%)**	**Grade**				**Contained metal**		
			CuEq (%)	**Cu (%)**	**Au (g/t)**	**Ag (g/t)**	**Cu (Mlbs)**	**Au (koz)**	**Ag (koz)**
Measured	42.9	As applicable for pit and ug from above	0.54	0.35	0.36	1.10	330	493	1,525
Indicated	180.6		0.38	0.25	0.23	0.82	994	1,338	4,748
Total M+I	**223.6**		**0.41**	**0.27**	**0.25**	**0.87**	**1,324**	**1,831**	**6,273**
Inferred	90.4		0.26	0.17	0.17	0.60	339	504	1,753

Table 2: Measured+Indicated Pit Resource Sensitivity and Underground Material within PFS Confining shapes

Pit-Constrained Sensitivity Analysis at Various Cut-Off Grades								
Classification	**Quantity (Mt)**	**Grade**				**Contained metal**		
		CuEq (%)	**CuEq (%)**	**Au (g/t)**	**Ag (g/t)**	**Cu (Mlbs)**	**Au (koz)**	**Ag (koz)**
Total M+I	104.6	0.13	0.35	0.23	0.21	540	708	2,617
	63.2	**0.25**	**0.45**	**0.30**	**0.27**	**424**	**546**	**1808**
	24.4	0.40	0.67	0.45	0.41	244	318	991
Total M+I	**64.0**	**0.4 confining shape	**0.62**	**0.39**	**0.43**	**550**	**884**	**2,520**

Table 3: Restated 2016 Kwanika South Zone Mineral Resource Statement (SRK Consulting, October 14, 2016)										
Pit-Constrained										
Classification	Quantity (Mt)	Grade					Contained metal			
		CuEq (%)	Cu (%)	Au (g/t)	Ag (g/t)	Mo (%)	Cu (Mlbs)	Au (koz)	Ag (koz)	Mo (Mlbs)
Inferred	33.3	0.31	0.26	0.08	1.64	0.01	191	80	1,760	8

Central Zone Resource Notes

- The cut-offs are based on prices of US$3.25/lb of copper, US$1,350/oz of gold, US$17/oz of silver and assumed recoveries of 91% for copper, 75% for gold, 75% for silver.
- Copper equivalents (CuEq) values are calculated using the formula below based on the above metal prices and recoveries. They are also calculated to include smelter terms and a $US:$CAD exchange rate of 0.77 which results in the following equation.

South Zone Resource Notes

*Open-pit constrained mineral resources are reported in relation to a conceptual Whittle pit shell. Mineral resources are not mineral reserves and do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate. All composites have been capped where appropriate.

** Open-pit constrained mineral resources are reported at a copper equivalent cut-off of 0.13%. The cut-offs are based on prices of US$3.00/lb of copper, US$1,300/oz of gold, US$20/oz of silver, US$9.00/lb of molybdenum and assumed recoveries of 89% for copper, 70% for gold, 75% for silver, and 60% for molybdenum.

*** Copper equivalent values are calculated using the formula:

$$CuEq = Cu_{\%} + ((Au_{gpt}/31.1034*Au_{Price}*Au_{Recovery}) + (Ag_{gpt}/31.1034*Ag_{Price}*Ag_{Recovery}) + (Mo_{\%}*Mo_{Price}*Mo_{Recovery}*22.0462)) / (Cu_{Price}*Cu_{Recovery}*22.0462)$$

2) Metallurgical testing and process design.

Initial locked cycle metallurgical test results were published in a news release dated May 15, 2019 and the results are shown in the following table:

LCT Test Results-Open Pit High Grade/Initial Production Sample

Test ID	Product	Grade		Recovery		
		% Cu	g/t Au	Mass, %	% Cu	% Au
LCT 1	Head	0.70	0.81	100.0	100.0	100.0
	Cu-Au Concentrate	**25.1**	**24.4**	**2.43**	**87.6**	**72.9**
	Cleaner Scavenger Tailings	0.32	0.77	12.8	5.9	12.1
	Rougher Scavenger Tailings	0.05	0.14	84.8	6.5	15.0
LCT 2	Head	0.75	0.81	100.0	100.0	100.0
	Cu-Au Concentrate	**25.1**	**22.4**	**2.67**	**88.9**	**74.0**
	Cleaner Scavenger Tailings	0.33	0.77	11.5	5.0	11.0
	Rougher Scavenger Tailings	0.05	0.14	85.8	6.1	15.0
Average	**Cu-Au Concentrate**	**25.1**	**23.4**	**2.55**	**88.3**	**73.5**

Note: Assayed head grades: 0.69% Cu and 0.75 g/t Au

The Au-Cu concentrate produced from the LCT 1 test was assayed for main impurities which may affect concentrate quality. The assay indicates that in general the impurity levels of the concentrate are low. Most of the impurity levels are expected to be much lower than the penalty thresholds specified by most of the smelters, excluding fluorine which may be close or slightly higher than the requirement of some smelters.

Main Impurity Content of Cu-Au Concentrate

Element	Hg	Pb	Zn	As	Cd	Sb	F	Se	Bi
Unit	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm
Value	0.24	137	315	120	3.5	34	342	280	31

3) Significant work was also completed on the following additional project components and was incorporated into the interim study report: open pit and underground mine design, tailings, waste and water management; project infrastructure, environmental benchmarking, socioeconomics and First Nations.

The 2020 work program at Kwanika, sole funded by Serengeti, included:

1. Exploration and Resource Development
   a. Approximately 400 metres of diamond drilling to test for potential to expand resources near the Central Zone; and test related exploration targets including the Central Zone South and North targets, and the western margin of the South Zone resource. This drilling program was initiated prior to the end of the current quarter.
   b. Approximately 16 line-kilometres of induced-polarization (“IP”) surveys north and south of the Central Zone resource to develop known targets, as well as at the Rottacker area located 20 kilometres south of Kwanika, which work was completed during 2020.
2. Project Optimization
   a. Mineral sorting, staged evaluation to better understand the potential benefits of mineral sorting during production from an underground block-cave at Central Zone.
   b. Initial enterprise optimization studies designed to identify key aspects that impact project economics.
3. 2020 Work Program Status
   a. On September 15, 2020, the Company announced it had started drilling, that a second rig had been added to the program and that two holes had been completed.
   b. On September 29, 2020, the Company announced it had renewed an exploration agreement with the Takla Nation for a five-year term. The exploration agreement provides for a continuation of a mutually beneficial and cooperative relationship between the two parties.
   c. On October 20, 2020, the Company announced it had completed the Kwanika 2020 work program and additional mineralized zones had been intersected in resource step-out drillholes at Kwanika. A total of nine (9) drill holes for a 4,350 metres were drilled and tested five exploration and resource expansion targets.
   d. On December 16, 2020, the Company reported the first batch of assays results from the 2020 work program. And results remained pending for an additional 6 holes.

Top Cat Project

On July 15, 2019 the Company optioned a group of claims covering approximately 21,600 hectares in central British Columbia.

The Company may earn a 100% interest by:

- Making staged cash payments totaling $340,000 over 5 years; $18,000 of which was paid on signing. On November 7, 2019, the Company issued 83,333 shares at a fair value of $18,333 in lieu of cash payment pursuant to the option agreement. On July 13, 2020, the Company paid $22,000 pursuant to the option agreement;
- Issuing a total of 1,500,000 common shares in stages over a 5-year period. On August 2, 2019, 100,000 shares were issued upon TSX Venture Exchange approval of the option agreement. On July 13, 2020, the Company issued 100,000 shares with fair value of $28,000 pursuant to the option agreement;
- Incurring a total of $1,250,000 in exploration expenditures over a 5-year period with a minimum of $100,000 to be spent before the first anniversary of the agreement, which minimum expenditure requirement has been met;
- Granting the optionors a 3% net smelter royalty (NSR) on the property, subject to the Company's right to purchase a 2% NSR for $2,000,000 at any time prior to the first anniversary of commercial production.

Company geologists completed a mapping and sampling program at Top Cat in September 2019, collecting 79 rock and 282 soil and stream sediment samples from six (6) prospective localities on the property. Copper mineralization, in the form of chalcopyrite and/or bornite, was observed at all six localities and gold assays from trace to 6.50 g/t Au were returned from the sampling. Serengeti is planning a follow-up IP and mapping/sampling program at Top Cat in 2020 in order to develop future drill targets.

Two target areas in particular stand out on the Top Cat property, one of which was the focus of the 2020 work program as follows:

Nova

The Nova area is located in the northern portion of the property area and is largely overlain by till with local angular mineralized magnetite-sulphide bearing pyroxenite boulders underlain by an intense magnetic anomaly measuring roughly 500m by 800m. Historical boulder samples assay up to 0.52% Cu, 0.327 g/t Au, 4.4 g/t Ag, 0.071 g/t Pt and 0.498 g/t Pd and boulder samples collected by Serengeti in 2019 assay up to 1.39% Cu, 0.69 g/t Au, 6.45 g/t Ag, 0.21 g/t Pt and 1.38 g/t Pd.

Petrographic analysis of the PGE-skarn sample describes a massive skarn dominated by actinolite with lesser magnetite-(ilmenite) and apatite, with scattered patches of chalcopyrite and less abundant bornite altered to covellite. Actinolite is largely interpreted as an alteration product, and when considered with the presence of primary and secondary magnetite associated with copper minerals, suggests magnetic features at Nova may represent the presence of a Cu-Au-PGE bearing pyroxenite or possibly an iron oxide copper-gold system.

Soil sampling completed in 2019 identified a strong Cu-Ag anomaly along the fringe of one of the magnetic anomalies, and an interpreted south-southwestern glacial ice flow direction supports the hypothesis that mineralized till boulders may be sourced from "plug"-like magnetic features following the northwestern trend observed at Nova.

Soil sampling completed by Serengeti in 2019 identified a strong Cu-Ag anomaly along the fringes of the magnetic feature that may be related to mineralization within a buried pyroxenite body, that may be the source of the observed magnetic response.

In 2020 field season a program of geological mapping, soil silt and rock geochemical sampling was focused on Nova area targets and 13.5 km of induced polarization geophysical surveying was completed including three lines at Nova and one to the east.

Cat Mountain

Serengeti completed a detailed historical data compilation which resulted in the accumulation of 632 rock, and 4,547 soil samples; 69 drill hole logs and related assays from Cat Mountain; and various geophysical surveys dating back to 1974. Serengeti also completed platinum group element ("PGE") analysis on a sample from Nova, and petrographic analysis on samples from Nova and Cat Mountain. The Nova sample returned elevated palladium values clearly correlated with copper.

Cat Mountain has seen over 10,000 metres of drilling in 69 drill holes completed between 1977 and 2007. Most holes are located within the Bet (western) and Hoffman (eastern) zones which are characterized by quartz-magnetite ± chalcopyrite-Au veins and as copper replacements in volcanic rocks. The Bet and Hoffman zones occur within a strong magnetic high anomaly along the eastern contact of the Hogem Batholith with volcanics of the Quesnel Terrane. Northeast and northwest-striking faults crosscut and transpose mineralized zones, which is supported by soil geochemical data.

East Niv

The Company acquired East Niv by staking in 2018 and conducted a limited filed program which returned some encouraging results. East Niv lies within Mesozoic volcanic rocks of the Stikine Terrane along the unconformity between the Upper Triassic Takla and Early Jurassic Hazelton Groups and is located approximately 40 km SW of the Kemess Minesite.

On August 14, 2019 the Company reported results of field work completed on the East Niv property located 40km SW of the Kemess Mine. The work identified a newly recognized cluster of partially outcropping copper-gold porphyry and related high-grade Cu-Au vein occurrences located in a dilatant jog within a major regional structure that the Company believes has the potential to host multiple mineralized porphyry centers. The property was expanded to 6,405 Hectares.

On July 27, 2020 the Company reported on preliminary results from the mapping and sampling program conducted at East Niv to that point during the 2020 field season. Several areas of interest were identified along a 3.5 km long by up to 1.3 km wide northwest-southeast prospective trend from treeline to valley floor consisting of discrete magnetic high features, several mineralized occurrences and correlated anomalous copper soil geochemistry from prior analytical results and preliminary 2020 field XRF results. The main showing, first identified in 2019 and grading up to 0.82% copper, 1.14 g/t gold in composite grab samples was extended significantly in strike extent, and a second mineralized monzodiorite outcrop, measuring 200 by up to 50m in width was discovered 650 metres to the east.

October 7, 2020, Serengeti reported the balance of the results from the 2020 field program at East Niv. The mapping, sampling and a 17.5 line km IP geophysical survey completed during the quarter have outlined a previously unknown, 3.5 sq km multiparameter porphyry copper-gold target at East Niv encompassing a number of porphyry-style copper-gold occurrences, demonstrating regional scale potential and the property was expanded to over 20,750 hectares.

Other Projects

On March 31, 2020, the Company provided a general corporate update and plans for 2020 along with a COVID 19 contingency plan.

On June 2, 2020, the Company provided an update on the status of its exploration permits along with detailed plans for exploration on the Kwanika, Top Cat and East Niv properties.

On July 27, 2020, the Company provided an update on exploration activity carried out to that point on the East Niv and Topcat properties.

Serengeti also holds a 100% interest in several other properties and an approximately 56.3% interest in one additional property in joint venture partnership with Fjordland Exploration Inc. All properties are located in the Quesnel Trough of British Columbia and eastern limb of the Stikine Terrane. The Quesnel Trough is host to the Kemess, Mt. Milligan, Mt. Polley, New Afton, and Copper Mountain porphyry copper-gold deposits.

Details of Serengeti's property portfolio in BC can be found on the Company's website at www.serengetiresources.com.

PROPOSED TRANSACTION

Merger Transaction with Sun Metals Corp.

On November 29, 2020, The Company and Sun Metals Corp. (TSX-V: SUNM) ("Sun Metals") entered into a definitive arrangement agreement (the "Agreement") pursuant to which the Company will acquire all of the issued and outstanding shares of Sun Metals (the "Transaction") on the basis of 0.43 common shares of Serengeti (on a pre-Consolidation basis) for each share of Sun Metals held, by way of a plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement"). The Transaction will consolidate the contiguous copper-gold exploration and development assets of KCC (67% Serengeti owned) and Stardust (100% Sun Metals owned), both of which will benefit from operational synergies as the projects advance with a combined development strategy, along with a robust portfolio of British Columbia copper-gold assets, well positioned to take advantage of a strengthening copper market.

Upon completion of the Transaction, it is expected that the shareholders of Sun Metals will hold approximately 40% of the Company's issued and outstanding shares (prior to the concurrent financing). Sun Metals shall be entitled to nominate three directors, including Mark O'Dea as Executive Chairman, to join a newly constituted six-member board of directors of Serengeti, which shall include three nominees of Serengeti. David Moore will remain as Interim CEO of the Company, until such time as a full time CEO is appointed.

Immediately prior to the closing of the Transaction, it is anticipated that the Company will consolidate its common shares on a two for one basis (the "Consolidation"), subject to the receipt of all necessary approvals.

Additional information regarding the Company's merger transaction with Sun Metals Corp. is available on SEDAR at www.sedar.com

Transaction Highlights

- Consolidation of the contiguous Kwanika (67% owned by the Company) and Startust (100% Sun Metals owned) copper-gold resources projects in north-central British Columbia, creating synergistic co-development opportunities.
- Additional regional consolidation of the advanced exploration Lorraine (100% Sun Metals owned) and neighboring Top Cat (Serengeti option to earn 100%) copper-gold projects.
- Further grassroots exploration opportunities, particularly the 3.5 km district-scale copper-gold target on the Company's 100% owned 20,750 ha East Niv property.
- Strong leadership team, with the combined company to be led by Mark O'Dea as Executive Chairman and David Moore as interim CEO, upon closing of the Transaction.
- Increase corporate and asset scale in a strengthening copper price environment to broaden investor appeal.
- Well-capitalized with concurrent $10,350,000 bought deal subscription receipts.

Transaction Details

Pursuant to the terms of the Agreement, the Company will acquire all of the issued and outstanding common shares of Sun Metals on the basis of 0.43 common shares of Serengeti (on a pre-Consolidation basis) for each share of Sun Metals held (the "Exchange Ratio"). Warrants and options of Sun Metals will be adjusted or exchanged to become warrants and options, respectively, of Serengeti based on the Exchange Ratio. It is anticipated that these securities will be adjusted or exchanged on a post-Consolidation basis. The Transaction was negotiated at arm's length.

Immediately prior to the closing of the Transaction, it is anticipated that the Company will consolidate its common shares on a two for one basis (the "Consolidation"), subject to the receipt of all necessary approvals.

The Arrangement will be carried out by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia) and is subject to a number of conditions being satisfied or waived by one or both of the Company and Sun Metals at or prior to closing of the Arrangement, including approval of Sun Metals securityholders, together with any requisite minority approvals, approval of the Company's shareholders, completion of the Consolidation, amendment of the Company's stock option plan, and receipt of all necessary regulatory and court approvals and the satisfaction of certain other closing conditions customary for a transaction of this nature, including completion of the Offering (as hereinafter defined). The Transaction is also subject to a simple majority of the votes cast by the Company's shareholders.

It is expected that the special meeting of Sun Metals security holders and the special meeting of the Company shareholders to approve the proposed Arrangement will be held in mid-February 2021 and, if approved at those meetings and all other conditions have been met, it is expected that the Arrangement would close shortly thereafter.

The Agreement includes customary provisions, including non-solicitation, right-to-match and fiduciary out provisions, as well as certain representations, covenants and conditions that are customary for a transaction of this nature. A termination fee of $750,000 may be payable by either party in the case of certain terminating events.

Concurrent Financing

Concurrent with announcement of the Transaction, Sun Metals has entered into an agreement with a syndicate of underwriters co-led by PI Financial Corp., Haywood Securities Inc., Agentis Capital Markets Canada Limited Partnership, Clarus Securities Inc., and Cormark Securities Inc. (collectively, the "Underwriters") in connection with a bought deal private placement financing (the "Offering") of an aggregate of 82,800,000 subscription receipts (the "Subscription Receipts") at a price of $0.125 per Subscription Receipt (the "Issue Price") for gross proceeds of $10,350,000.

The Subscription Receipts will be issued pursuant to a subscription receipt agreement (the "Subscription Receipt Agreement") to be entered into by Sun Metals, the Underwriters, and a licensed Canadian trust company as subscription receipt agent to be agreed upon. Pursuant to the Subscription Receipt Agreement, the gross proceeds of the Offering (less 50% of the Underwriters' cash commission and all of the Underwriters' expenses) (the "Escrowed Funds") will be held in escrow pending satisfaction of certain conditions, including, amongst others, (a) the satisfaction or waiver of each of the conditions precedent to the Transaction; and (b) the receipt of all required shareholder and regulatory approvals in connection with the Transaction and the Offering, including the condition approval of the TSX Venture Exchange (the "Escrow Release Conditions"). If the Escrow Release Conditions have not been satisfied on or prior to March 31, 2020, the holders of Subscription Receipts will be returned a cash amount equal to the Issue Price of the Subscription Receipts and any interest that has been earned on the Escrowed Funds.

Upon the satisfaction of the Escrow Release Conditions, each Subscription Receipt will automatically convert into one unit of Sun Metals (each a "Unit") which shall be exchanged or adjusted into securities of the Company at the Exchange Ratio upon completion of the Transaction, on a post-Consolidation basis. Each Unit will consist of one common share of Sun Metals (each a "Common Share") and one-half of one common share purchase warrant (each a "Warrant"). Each Warrant will be exercisable to acquire one common share of Sun Metals (each a "Warrant Share") for a period of 24 months from the closing of the Offering, at an exercise price of $0.18, as adjusted by the Exchange Ratio, subject to acceleration in the event that the volume weighted average trading price of the common shares of Sun Metals on the TSX Venture Exchange is equal to or greater than $0.30 (on an exchanged or adjusted basis pursuant to the Arrangement) for 20 consecutive trading days.

Bridge Loan

Subsequent to November 30, 2020, the Company received an aggregate of $500,000 bridge loans. The loans bear interest rates of 1% per month and repayable within six months.

RISK AND UNCERTAINTIES

COVID-19

Since March 31, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID- 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

OTHER MD&A DISCLOSURE REQUIREMENTS

Information Available on SEDAR

As specified by National Instrument 51-102, Serengeti advises readers of this MD&A that important additional information about the Company is available on the SEDAR website http://www.sedar.com/.

Qualified Persons & Information Concerning Estimates of Mineral Resources

Estimates of Mineral Resources presented here have been prepared by Sue Bird, P. Eng. of Moose Mountain Technical Services and a Qualified and fully independent Person according to the guidelines of NI 43-101.

Other technical information contained in this MD&A has been summarized by the Company's Qualified Person, David W. Moore, P. Geo. who has supervised the preparation of, and approved, the scientific and technical information contained herein.

OUTSTANDING SHARE DATA

Common shares, stock options and share purchase warrants issued and outstanding as at the year end are described in detail in Note 12 to the condensed consolidated interim financial statements dated November 30, 2020, which as of January 27, 2021, are as follows:

	Number of shares	$
Issued and outstanding	**12,003,368**	**44,778,792**

Number of options		Exercise price	Expiry date
450,000	$	0.05	February 10, 2021
1,020,000	$	0.07	April 27, 2021
50,000	$	0.095	July 7, 2021
1,475,000	$	0.15	January 30, 2022
150,000	$	0.21	February 19, 2022
100,000	$	0.20	August 9, 2022
1,475,000	$	0.15	April 10, 2023
1,525,000	$	0.23	April 10, 2024
400,000	$	0.30	September 25, 2024
1,100,000	$	0.21	February 19, 2025
190,000	$	0.30	September 4, 2025
7,935,000	$	0.17	

Number of warrants		Exercise price	Expiry date
308,169	$	0.25	December 17, 2021
1,956,392	$	0.26	January 16, 2022
2,264,561	$	0.26	

Vancouver, British Columbia

January 27, 2021

We recommend that users of this report read the Cautionary Statements which follow.

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans, our joint venture expenditure commitments and other financial commitments, future participation by joint venture partners, and our other future plans and objectives, are forward-looking. Such forward-looking statements include, without limitation (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates about financings under way but not completed as of the date of this document. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are advised not to place undue reliance on forward-looking statements.