



# MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED

AUGUST 31, 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 October 28, 2020 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 six months ended August 31, 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 six months ended August 31, 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.

## SECOND QUARTER HIGHLIGHTS

### FINANCIAL CONDITION

At August 31, 2020, the Company had a working capital of \$679,567 compared to \$1,709,179 at February 29, 2020. At August 31, 2020, the Company had \$725,663 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 <sup>1</sup>	Net income (loss) – total	Income (loss) from continuing operations – per share <sup>1,2</sup>	Net comprehensive income (loss) – total	Net income (loss) - per share <sup>2</sup>
		\$	\$	\$	\$
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
November 30, 2018	Nil	(180,368)	(0.00)	(180,368)	(0.00)

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 August 31, 2020	Three month period ended August 31, 2019	Six month period ended August 31, 2020	Six month period ended August 31, 2019
<b>Expenses</b>				
Consulting	\$ 22,038	\$ 31,140	\$ 43,548	\$ 90,615
Conventions and tradeshow	2,294	10,136	9,214	14,342
Corporate development	42,814	12,592	56,564	30,445
Depreciation	6,597	7,753	13,193	10,414
Director fees	19,000	15,500	38,000	31,739
Investor relations	2,107	7,266	11,347	11,957
Management fees	73,706	45,986	119,192	94,699
Office and miscellaneous	11,993	13,828	24,182	30,533
Professional fees	7,385	21,896	19,164	29,210
Project investigation costs	48,279	5,788	69,410	16,323
Salaries	28,601	10,762	48,348	36,412
Share-based payments	11,946	40,804	37,642	291,556
Transfer agent and filing fees	3,579	7,681	6,538	11,016
	(280,339)	(231,132)	(496,342)	(699,261)
<b>Other Items</b>				
Impairment	-	-	(20,056)	-
Interest income	4,868	7,829	11,101	7,838
Share of joint venture loss	-	(1,361)	-	(2,141)
Other income	5,196	-	8,620	-
Interest expense	(979)	(1,669)	(2,026)	(2,259)
Management income	-	20,343	-	37,365
Recovery of flow-through share premium	43,507	-	47,177	-
	52,592	33,308	44,816	48,969
<b>Loss and comprehensive loss</b>	<b>\$ (227,747)</b>	<b>\$ (197,824)</b>	<b>\$ (451,526)</b>	<b>\$ (650,292)</b>

**EXPENSES AND NET LOSS**

For the six months ended August 31, 2020, the net loss was \$451,526 compared to the net loss of \$650,292 for the six months ended August 31, 2019, which is a decrease in net loss of \$198,766. Major variances are as follows:

- A decrease in share-based compensation of \$253,914 related to the 1,700,000 stock options granted during the period ended August 31, 2019. No stock options were granted during the current period.
- A decrease in consulting fees of \$47,067 related mainly to the prior year period flow-through private placement financing.
- An increase in impairment charge of \$20,056 related to ATG property that was written off during the current period.
- An increase in project investigation costs of \$53,087 due to evaluation of new project business opportunities.
- An increase in salaries of \$11,936 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 \$24,493, largely related to the bonus for the prior year awarded to the CEO of the Company.

- An increase in corporate communication of \$26,119 due to an increase in marketing and promotional advertisements of the Company's exploration work programs.
- A decrease in professional fees of \$10,046 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.
- A decrease in management income of \$37,365 from the prior year period related to the management of Kwanika Copper project.
- An increase of \$47,177 in recovery of flow through share premium in connection with the Company's exploration activities during the period.

For the three months ended August 31, 2020, the net loss was \$227,747 compared to the net loss of \$197,824 for the three months ended August 31, 2019, which is an increase in net loss of \$29,923. Major variances are as follows:

- A decrease in share-based compensation of \$28,858 related to the 1,700,000 stock options granted during the period ended August 31, 2019. No stock options were granted during the current period.
- An increase in project investigation costs of \$42,491 due to evaluation of new project business opportunities.
- An increase in salaries of \$17,839 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 \$27,720, largely related to the bonus awarded to the CEO of the Company.
- An increase in corporate communication of \$30,222 due to an increase in marketing and promotional advertisements of the Company's exploration work programs.
- A decrease in professional fees of \$14,511 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.
- A decrease in management income of \$20,343 from the prior year period related to the management of Kwanika Copper project.
- An increase of \$43,507 in recovery of flow through share premium in connection with the Company's exploration activities during the period.

## **CASH FLOWS**

The condensed consolidated interim statement of cash flows shows that the net cash position of the Company decreased by \$1,077,154 in the period ended August 31, 2020. The change is attributable to the cash outflows of \$451,766 used for operating activities and cash outflows of \$650,498 used for investing activities less \$40,000 loan received from the government of Canada as part of the government funded COVID-19 financial assistance programs.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at August 31, 2020, the Company had a working capital of \$658,067.

During the period ended August 31, 2020, the Company incurred a net loss of \$451,526 and has cumulative losses of \$34,980,504 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.

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.

	August 31, 2020	February 29, 2020
Directors and officers of the Company	\$ 130,609	\$ 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 consists of the Company's Board of Directors and corporate officers.

	Six-month period ended August 31, 2020	Six-month period ended August 31, 2019
Management fees <sup>(1)</sup>	\$ 113,812	\$ 91,759
Consulting <sup>(2)</sup>	43,548	93,825
Director fees <sup>(3)</sup>	38,000	31,739
Share-based compensation	26,282	234,205
	\$ 221,642	\$ 451,528

<sup>(1)</sup> Salaries paid to David Moore, Chief Executive Officer.

<sup>(2)</sup> Includes accounting fees paid to a company controlled by Sheri Rempel, Chief Financial Officer, of \$33,243 (2019: \$35,055); and Includes consulting fees paid to a company controlled by Pamela White, Corporate Secretary, of \$10,305 (2019: \$20,520)

<sup>(3)</sup> Director fees of \$38,000 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 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. An additional \$680,000 was contributed by Serengeti to KCC towards funding of the calendar 2020 work program.

As at August 31, 2020, total contributions by Serengeti to KCC were \$16,292,071 and total contributions by PIC to KCC were \$8,506,500.

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.

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
<b>Total M+I</b>	<b>104.6</b>		<b>0.35</b>	<b>0.23</b>	<b>0.21</b>	<b>0.78</b>	<b>540</b>	<b>708</b>	<b>2,617</b>
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
<b>Total M+I</b>	<b>118.9</b>		<b>0.46</b>	<b>0.30</b>	<b>0.29</b>	<b>0.96</b>	<b>784</b>	<b>1,123</b>	<b>3,656</b>
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
<b>Total M+I</b>	<b>223.6</b>		<b>0.41</b>	<b>0.27</b>	<b>0.25</b>	<b>0.87</b>	<b>1,324</b>	<b>1,831</b>	<b>6,273</b>
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
	<b>63.2</b>	<b>0.25</b>	<b>0.45</b>	<b>0.30</b>	<b>0.27</b>	<b>424</b>	<b>546</b>	<b>1808</b>
	24.4	0.40	0.67	0.45	0.41	244	318	991
Total M+I	<b>64.0</b>	**0.4 confining shape	<b>0.62</b>	<b>0.39</b>	<b>0.43</b>	<b>550</b>	<b>884</b>	<b>2,520</b>

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:

$$\text{CuEq} = \text{Cu}\% + ((\text{Au}_{\text{rpt}}/31.1034 * \text{Au}_{\text{Price}} * \text{Au}_{\text{Recovery}}) + (\text{Ag}_{\text{rpt}}/31.1034 * \text{Ag}_{\text{Price}} * \text{Ag}_{\text{Recovery}}) + (\text{Mo}\% * \text{Mo}_{\text{Price}} * \text{Mo}_{\text{Recovery}} * 22.0462)) / (\text{Cu}_{\text{Price}} * \text{Cu}_{\text{Recovery}} * 22.0462)$$

### 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
	<b>Cu-Au Concentrate</b>	<b>25.1</b>	<b>24.4</b>	<b>2.43</b>	<b>87.6</b>	<b>72.9</b>
	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
	<b>Cu-Au Concentrate</b>	<b>25.1</b>	<b>22.4</b>	<b>2.67</b>	<b>88.9</b>	<b>74.0</b>
	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
<b>Average</b>	<b>Cu-Au Concentrate</b>	<b>25.1</b>	<b>23.4</b>	<b>2.55</b>	<b>88.3</b>	<b>73.5</b>

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, includes:

1. Exploration and Resource Development
  - a. Approximately 3,600 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 as at the end of the current quarter.
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.

### **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 and will be the focus of a 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. The results of this work are being compiled and as at the date of this report had not yet been released.

#### *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.

#### **ATTY Project**

On March 1, 2018, Finlay Mineral Ltd. (“Finlay”) optioned the ATTY Property to Serengeti for \$1.85 million in consideration and \$12 million of expenditures on the property over 8 years. The option agreement’s term is over 8 years with all cash payments totaling \$625,000, combined cash and/or share payments totaling \$975,000, and further payments of \$250,000 to purchase Finlay’s royalty rights, in addition to optional work commitments on the ATTY Property of \$12 million. The first anniversary financial terms were met and a three-month deferral of the second-year financial terms was arranged. Serengeti met the second-year work commitment of a minimum of \$875,000 of work on ATTY due by April 2020.

On review of the results obtained from the 2019 drilling program at Atty , when compared to the the opportunities presented on other parts of the Company's property portfolio, a decision was taken prior to the date of this report to turn the property back to the optionors and for the year ended February 29, 2020, the Company recorded an impairment of \$1,474,973 on the Atty property.

During the period ended August 31, 2020, the Company recorded an impairment of \$20,056 on the ATG property.

### **Other Projects**

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 September 16, 2019, the Company announced results of mapping and sampling completed at Arjay and West Goldway properties. The work located numerous high-grade copper-silver bearing quartz-carbonate shear veins mainly within oxidized fragmental volcanics. Soil geochemical sampling and a single line of IP geophysics identified a prospective area within intrusive rocks located nearby and represents a drill-ready target. A second line of IP was completed at W Goldway and a chargeability anomaly associated with an aeromagnetic high beneath valley cover represents a second drill target for future testing. The Company subsequently expanded Arjay and West Goldway claim to approximately 4,220ha.

On October 9, 2019, the Company announced the results of IP geophysical surveying at the Croy Bloom property where two additional chargeability anomalies were located. These results when combined with prior surveying and other data identifies three distinct drill targets all associated with Cu-Au mineralization in prior drilling, outcrop or in one case reported underground mine workings.

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 in the current quarter on the East Niv and Topcat properties.

On October 7, 2020, Serengeti reported the majority of the results from the 2020 field program at East Niv. The mapping, sampling and IP geophysics completed have outlined a 3.5 sq km multiparameter porphyry copper-gold target at East Niv and the property was expanded to over 20,000 hectares during the quarter.

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](http://www.serengetiresources.com).

## 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 August 31, 2020, which as of October 28, 2020, are as follows:

	Number of shares	\$
<b>Issued and outstanding</b>	<b>110,400,518</b>	<b>44,643,451</b>

<b>Number of options</b>	<b>Exercise price</b>	<b>Expiry date</b>
700,000	\$ 0.05	February 21, 2021
100,000	\$ 0.23	April 10, 2021
1,020,000	\$ 0.07	April 27, 2021
50,000	\$ 0.095	July 7, 2021
1,625,000	\$ 0.15	January 30, 2022
150,000	\$ 0.21	February 19, 2022
100,000	\$ 0.20	August 9, 2022
1,525,000	\$ 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
<b>8,485,000</b>	<b>\$ 0.17</b>	

<b>Number of warrants</b>	<b>Exercise price</b>	<b>Expiry date</b>
308,169	\$ 0.25	December 17, 2021
52,850	\$ 0.25	December 19, 2021
1,956,392	\$ 0.26	January 16, 2022
<b>2,317,411</b>	<b>\$ 0.26</b>	

Vancouver, British Columbia

October 28, 2020

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.