



Condensed Consolidated Interim Financial Statements
Nine Month Period Ended November 30, 2015
(Unaudited – prepared by Management)
(Expressed in Canadian Dollars)

Condensed Consolidated Unaudited Interim Financial Statements

In accordance with National Instruments 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed consolidated interim unaudited financial statements for the nine month period ended November 30, 2015.

Serengeti Resources Inc.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars - unaudited)

	Notes	November 30, 2015	February 28, 2015
ASSETS			
Current assets			
Cash and cash equivalents		\$ 235,933	\$ 170,120
Receivables		2,952	6,365
Prepaid expenses		11,661	21,690
		250,546	198,175
Non-current assets			
Exploration and evaluation assets	3	19,253,864	19,265,871
Reclamation deposits		73,024	81,524
Equipment		4,933	6,365
		19,331,821	19,353,760
TOTAL ASSETS		\$ 19,582,367	\$ 19,551,935
LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities	4	\$ 51,177	\$ 49,975
Short-term debt – notes payable	5	157,621	-
		208,798	49,975
Non-current liabilities			
Long-term debt – notes payable	5	-	140,101
TOTAL LIABILITIES		208,798	190,076
SHAREHOLDERS' EQUITY			
Share capital	7	38,746,681	38,564,432
Warrants	7	107,833	-
Reserves		7,485,416	7,485,416
Deficit		(26,966,361)	(26,687,989)
TOTAL SHAREHOLDERS' EQUITY		19,373,569	19,361,859
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 19,582,367	\$ 19,551,935

Nature of operations and going concern (Note 1)
Commitments (Note 6)

Serengeti Resources Inc.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars - unaudited)

	Note	Three month period ended November 30,		Nine month period ended November 30,	
		2015	2014	2015	2014
Expenses					
Consulting		\$ 13,550	\$ 18,067	\$ 36,649	\$ 54,321
Conventions and tradeshow		29	416	8,550	9,029
Corporate development		4,323	10,801	29,854	22,920
Depreciation		477	1,386	1,432	4,158
Director fees		-	6,250	-	12,500
Investor relations		1,188	9,073	8,412	26,407
Management fees		19,895	40,376	86,581	104,774
Office and miscellaneous		15,160	22,440	49,924	81,754
Professional fees		3,750	3,750	17,924	10,608
Project investigation costs		4,027	9,263	8,700	31,101
Share-based payments	7	-	-	-	4,951
Transfer agent and filing fees		2,300	7,902	11,343	18,502
Wages and salaries		6,678	20,373	27,075	62,525
		(71,377)	(150,097)	(286,444)	(443,550)
Interest income		362	940	583	3,958
Expenses recovered		7,489	32,213	7,489	32,213
Exploration and evaluation assets written-off		-	(1,110)	-	(1,110)
Net loss before income taxes		(63,526)	(118,054)	(278,372)	(408,489)
Loss and comprehensive loss for period		\$ (63,526)	\$ (118,054)	\$ (278,372)	\$ (408,489)
Loss per share – basic and diluted		\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding		53,057,318	51,100,221	51,747,842	51,100,221

Serengeti Resources Inc.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars - unaudited)

	Share capital		Reserves			
	Number of shares	Amount	Warrants	Share-based payment reserve	Deficit	Total
Balance at February 28, 2014	51,100,221	\$ 38,564,432	\$ -	\$ 7,478,017	\$ (26,143,264)	\$ 19,899,185
Share-based payments	-	-	-	7,399	-	7,399
Net loss for the period	-	-	-	-	(408,489)	(408,489)
Balance at November 30, 2014	51,100,221	\$ 38,564,432	\$ -	\$ 7,485,416	\$ (26,551,753)	\$ 19,498,095
Balance at February 28, 2015	51,100,221	\$ 38,564,432	\$ -	\$ 7,485,416	\$ (26,687,989)	\$ 19,361,859
Shares issued to acquire exploration and evaluation assets	-	-	-	-	-	-
Shares issued for cash - private placement	12,020,600	300,515	-	-	-	300,515
Share issue costs - cash	-	(10,433)	-	-	-	(10,433)
Warrants issued	-	(107,833)	107,833	-	-	-
Share-based payments	-	-	-	-	-	-
Net loss for the period	-	-	-	-	(278,372)	(278,372)
Balance at November 30, 2015	63,120,821	\$ 38,746,681	\$ 107,833	\$ 7,485,416	\$ (26,966,361)	\$ 19,373,569

See accompanying notes to the condensed consolidated interim financial statements

Serengeti Resources Inc.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian dollars - audited)

	Note	Three month period ended		Nine month period ended	
		2015	November 30, 2014	2015	November 30, 2014
Operating activities					
Net loss for the period		\$ (63,526)	\$ (118,054)	\$ (278,372)	\$ (408,489)
Adjustments for non-cash items:					
Depreciation		477	1,386	1,432	4,158
Share-based payments		-	-	-	4,951
Exploration and evaluation assets written-off		-	1,110	-	1,110
Changes in non-cash working capital items:					
Receivables		139	3,345	3,412	1,407
Prepaid expenses		2,988	(2,935)	10,028	(3,622)
Trade payables and accrued liabilities		(8,386)	29,667	4,802	10,238
Long-term debt - notes payable		(55,230)	-	17,520	-
Net cash flows used in operating activities		(123,538)	(85,481)	(241,178)	(390,247)
Investing activities					
Expenditures on exploration and evaluation assets		(28,263)	(37,896)	(48,634)	(196,589)
Less: expenditures recovered		57,043	64,248	57,043	64,248
Reclamation deposits refunded		8,500	-	8,500	-
Net cash flows used in investing activities		37,280	26,352	16,909	(132,341)
Financing activities					
Proceeds on issuance of common shares (net of share issuance costs \$10,433)		290,082	-	290,082	-
Loan payable	4	(15,000)	-	-	-
Net cash flows provided by financing activities		275,082	-	290,082	-
Increase / (decrease) in cash and cash equivalents		188,824	(59,129)	65,813	(522,588)
Cash and cash equivalents, beginning of period		47,109	322,428	170,120	785,887
Cash and cash equivalents, ending of period		\$ 235,933	\$ 263,299	\$ 235,933	\$ 263,299

1. Nature of operations and going concern

Serengeti Resources Inc. (the "Company") was incorporated on March 5, 1973, under the laws of the province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company's shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "SIR-X".

The head office and principal address of the Company is located at 543 Granville Street, Suite 303, Vancouver, British Columbia, Canada, V6C 1X8. The Company's registered and records office address is 1185 West Georgia Street, Suite 1750, Vancouver, British Columbia, Canada, V6E 4E6.

Going concern

These condensed consolidated interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At November 30, 2015, the Company had not achieved profitable operations, had a net loss of \$278,372 for the nine month period ended November 30, 2015 and accumulated losses of \$26,966,361 since inception, had not advanced its mineral properties to commercial production and expects to incur further losses in the development of its business, all of which indicate a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its mineral property exploration activities and its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

2. Significant accounting policies and basis of preparation

These condensed consolidated interim financial statements were authorized for issue on January 21, 2016 by the directors of the Company.

Statement of compliance with International Financial Reporting Standards

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended February 28, 2015.

The condensed consolidated interim financial statements do not include all of the information and note disclosures required for full annual financial statements and should be read in conjunction with the Company's annual financial statements as at and for the year ended February 28, 2015.

Serengeti Resources Inc.
Notes to the Condensed Consolidated Interim Financial Statements
(Expressed in Canadian dollars - unaudited)
For the nine month period ended November 30, 2015 and 2014

3. Exploration and evaluation assets

The following is a description of the Company's exploration and evaluation assets and the related expenditures incurred for the nine month period ended November 30, 2015:

	Kwanika	Milligan West	Other	Nine months period ended November 30, 2015
Property acquisition costs				
Balance, beginning of period	\$ 202,130	\$ 43,111	\$ 776,064	\$ 1,021,305
Additions	-	-	1,692	1,692
Balance, end of period	\$ 202,130	\$ 43,111	\$ 777,756	\$ 1,022,997
Exploration and evaluation costs				
Balance, beginning of period	\$ 17,378,385	\$ 252,651	\$ 613,530	\$ 18,244,566
Costs incurred during period:				
Camp and operations	357	-	1,178	1,535
Consulting	8,608	363	13,691	22,662
Geophysics	6,451	-	11,841	18,292
Travel and accommodation	183	-	672	855
	15,599	363	27,382	43,344
Recovery of costs during period:				
Exploration tax credits	(19,411)	(1,035)	(36,597)	(57,043)
	(19,411)	(1,035)	(36,597)	(57,043)
Balance, end of period	\$ 17,374,573	\$ 251,979	\$ 604,315	\$ 18,230,867
Total	\$ 17,576,703	\$ 295,090	\$ 1,382,071	\$ 19,253,864

a) Kwanika

The Kwanika property is 100% owned by the Company and located in the northern portion of the Quesnel Trough, British Columbia.

b) Milligan West

The Company owns a 50% interest in the Milligan West property in joint venture with Fjordland Exploration Inc.

c) Other B.C. Properties

The Company owns a 100% interest in 14 properties (exclusive of Kwanika) and a 65.2% interest in 2 others in joint venture with Fjordland Exploration Inc.

All the Company's mineral properties are located in Canada. During the nine month period ended November 30, 2015, the Company received \$64,532 from the BC Mineral Exploration Tax Credit ("BCMETC") of which \$57,043 was allocated to the exploration and evaluation assets and the balance of \$7,489 to the statement of loss and comprehensive loss.

4. Trade payables and accrued liabilities

	November 30,	February 28,
	2015	2015
Trade payables	\$ 34,180	\$ 27,921
Amounts due to related parties (Note 5 and 8)	6,321	2,513
Accrued liabilities	10,676	19,541
	\$ 51,177	\$ 49,975

On August 27, 2015 the Company borrowed cash for proceeds of \$15,000 from a director of the Company. The loan was secured against the receipt by the Company of its 2015 year end BC Mineral Exploration Tax Credit ("BC METC) and bore interest at 10% per annum. During the quarter ended November 30, 2015 the loan plus accrued interest was repaid on the receipt of the BC METC funds.

5. Short term debts – notes payable

As at November 30, 2015, the Company was indebted to officers and directors in the amount of \$157,621 (February 28, 2015 - \$140,101) in respect of CEO and CFO fees, consulting fees, directors' fees and salaries. During the nine month period ended November 30, 2015, the Company had an increase of \$100,750 to this long term debt and made repayments totaling \$83,230.

On February 28, 2015, the Company signed agreements with the officers and directors agreeing to defer payment of the amounts owed and describing the settlement terms. The notes payable are a summary of these obligations and have the following attributes:

1. To be paid in full on September 15, 2016
2. The notes may be used as partial or full payment under any future private placement of the Company's common shares. This may be before September 15, 2016. If so used, the amount will then be deemed to be a payment on the principle of the note.

During the quarter ended November 30, 2015, approximately \$90,000 of these accrued liabilities due to Related Parties was discharged by payment from the proceeds of a private placement financing. (Note 7)

6. Commitments

As at November 30, 2015, future payments required under non-cancellable operating leases for premises contracted for but not capitalized in the financial statements are \$21,694 pursuant to an office lease expiring May 2016.

7. Share capital and reserves

Authorized share capital

An unlimited number of common shares without par value.

Issued share capital

At November 30, 2015 there were 63,120,821 issued and fully paid common shares (February 28, 2015 – 51,100,221).

On November 6, and November 19, 2015, the Company closed a first and second tranche of a private placement financing, originally announced October 23, 2015. In the financing the Company issued a total of 12,020,600 Units at a price of \$0.025 per Unit, raising total gross proceeds of CDN \$300,515. Each Unit consists of one common share and one share purchase warrant, with each Warrant entitling the holder to purchase one additional common share of the Company at a price of \$0.05 for a period of three years from closing.

The Warrants are subject to an accelerated expiry provision upon the occurrence of a triggering event (the "Trigger Event"). A Trigger Event shall occur when the closing price for the Company's common shares on the TSX Venture Exchange is greater than \$0.10 per share for a period of ten consecutive trading days. On the occurrence of a Trigger Event, at any time after four months from the date of the issue of the Warrants, the Company may within ten days of such a Trigger Event (but is not required to do so), shorten the term of the Warrants by giving thirty days' notice to the holders by way of a news release, in which case the Warrants shall expire within thirty days of the date of dissemination of the news release.

Basic and diluted loss per share

The basic and diluted loss per share for the nine month period ended November 30, 2015 was \$0.01 (2014 - \$0.01). The calculation of basic and diluted loss per share for the nine month period ended November 30, 2015 was based on the loss attributable to common shareholders of \$278,372 (2014 - \$408,489) and the weighted average number of common shares outstanding of 51,747,842 (2014 – 51,100,221). The diluted loss per share does not include the effect of stock options and warrants as they are anti-dilutive. As of November 30, 2015, the total number of warrants of 12,020,600 (2014 – nil) and the total number of stock options potentially dilutive shares excluded from the calculation of loss per share was 4,860,000 (2014 – 6,500,000).

7. Share capital and reserves (cont'd)

Warrants

The following table summarizes information about the issued and outstanding warrants as at November 30, 2015 and February 28, 2015:

	November 30, 2015		February 28, 2015	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of period	-	\$ -	-	\$ -
Warrants issued	12,020,600	0.05	-	-
Warrants outstanding, end of period	12,020,600	\$ 0.05	-	\$ -

Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX-V policies, grant to directors, officers, employees and consultants of the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance does not exceed a fixed total of 9,230,000. Such options may be exercisable for a period of up to five years from the date of grant.

The changes in options during the periods ended November 30, 2015 and February 28, 2015 are as follows:

	November 30, 2015		February 28, 2015	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of period	5,675,000	\$ 0.15	7,305,000	\$ 0.18
Options granted	-	-	50,000	0.08
Options expired	(815,000)	0.14	(1,680,000)	0.26
Options outstanding, end of period	4,860,000	\$ 0.15	5,675,000	\$ 0.15
Options exercisable, end of period	4,860,000	\$ 0.15	5,675,000	\$ 0.15

7. Share capital and reserves (cont'd)

Details of options outstanding as at November 30, 2015 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of options outstanding	Number of options exercisable
\$0.06 - \$0.12	2.64 years	3,275,000	3,275,000
\$0.13 - \$0.33	0.65 year	1,585,000	1,585,000
	1.99 years	4,860,000	4,860,000

The Company recorded share-based compensation of \$Nil (2014 - \$4,951) relating to options vested during the period.

8. Related party transactions

Related party balances

As at November 30, 2015 an amount of \$6,802 (February 28, 2015 - \$2,513) due to related parties is included in trade payables and accrued liabilities. Notes 5 and 6 set out material balances and transactions with related parties.

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,	
	2015	2014
Management fees (1)	\$ 112,000	\$ 126,000
Consulting (2)	40,087	51,632
Director fees	-	12,500
	\$ 152,087	\$ 190,132

(1) Certain management fees are allocated to exploration and evaluation assets.

(2) Includes accounting fees paid to a company controlled by the CFO of \$22,560 (2014: \$34,899)

Effective May 1, 2015 the President agreed to fully defer his compensation to accrued liability on the understanding that the amount would continue to accrue until the earlier of the Company being in receipt of funds relating to a financing or September 15, 2016.

See also Note 4 and 5.

9. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The principal risk exposure to these financial statements is liquidity risk.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's principle source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to necessary levels of equity funding.