SERENGETI
RESOURCES INC.

Condensed Consolidated Interim Financial Statements

Nine Months Ended November 30, 2013

(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 months ended November 30, 2013.

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

	Notes	November 30, 2013	February 28, 2013
ASSETS			
Current assets			
Cash and cash equivalents	3	$ 841,394	$ 1,547,585
Receivables	4	106,699	65,867
Prepaid expenses		26,579	21,582
		974,672	1,635,034
Non-current assets			
Reclamation deposits	5	81,524	90,024
Equipment		13,587	34,482
Exploration and evaluation assets	6	19,830,285	19,862,602
		19,925,396	19,987,108
TOTAL ASSETS		**$ 20,900,068**	**$ 21,622,142**
LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities	7	$ 87,995	$ 105,627
TOTAL LIABILITIES		**87,995**	**105,627**
SHAREHOLDERS' EQUITY			
Share capital	9	38,564,432	38,564,432
Reserves	9	7,403,775	7,267,681
Deficit		(25,156,134)	(24,315,598)
TOTAL SHAREHOLDERS' EQUITY		**20,812,073**	**21,516,515**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 20,900,068**	**$ 21,662,142**

Nature and continuance of operations (Note 1)
Commitments (Note 8)

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

	Notes	Three month period ended November 30, 2013	Three month period ended November 30, 2012	Nine month period ended November 30, 2013	Nine month period ended November 30, 2012
Expenses					
Consulting		$ 17,106	$ 21,840	$ 68,636	$ 82,427
Conventions and tradeshows		1,533	2,541	15,402	33,973
Depreciation		1,678	2,096	6,723	6,287
Director fees		8,250	20,000	28,000	60,000
Foreign exchange		(233)	(35,241)	(585)	(1,604)
Investor relations		5,230	23,091	36,216	85,681
Management fees		33,750	47,500	105,521	139,985
Office and miscellaneous		27,564	37,197	78,421	107,935
Professional fees		15,608	10,000	40,104	51,721
Project investigation costs		46,007	9,106	103,443	143,720
Share-based payments	9	3,149	16,733	136,094	99,990
Transfer agent and filing fees		4,355	1,811	13,859	15,641
Wages and salaries		22,280	26,870	70,215	88,122
		(186,277)	(183,544)	(702,049)	(913,878)
Interest income		1,708	6,492	17,939	21,025
Exploration and evaluation assets written-off	6	-	(616)	(163,927)	(202,890)
Gain on sale of vehicle		-	-	7,501	-
Comprehensive loss for period		**$ (184,569)**	**$ (177,668)**	**$ (840,536)**	**$ (1,095,743)**
Loss per share – basic and diluted		**$ (0.00)**	**$ (0.00)**	**$ (0.02)**	**$ (0.02)**
Weighted average number of common shares outstanding		**51,100,221**	**51,100,221**	**51,100,221**	**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	Share-based payment reserve	Deficit	Total
Balance at February 29, 2012	**51,100,221**	**$ 38,564,432**	**$ 7,162,333**	**$ (21,378,480)**	**$ 24,348,285**
Share-based payments	-	-	99,990	-	99,990
Loss for the period	-	-	-	(1,095,743)	(1,095,743)
Balance at November 30, 2012	**51,100,221**	**$ 38,564,432**	**$ 7,262,323**	**$ (22,474,223)**	**$ 23,352,532**
Balance at February 28, 2013	**51,100,221**	**$ 38,564,432**	**$ 7,267,681**	**$ (24,315,598)**	**$ 21,516,515**
Share-based payments	-	-	136,094	-	136,094
Loss for the period	-	-	-	(840,536)	(840,536)
Balance at November 30, 2013	**51,100,221**	**$ 38,564,432**	**$ 7,403,775**	**$ (25,156,134)**	**$ 20,812,073**

(Expressed in Canadian dollars - unaudited)

	Three month period ended November 30, 2013	Three month period ended November 30, 2012	Nine month period ended November 30, 2013	Nine month period ended November 30, 2012
Operating activities				
Loss for the period	$ (184,569)	$ (177,668)	$ (840,536)	$ (1,095,743)
Adjustments for non-cash items:				
Depreciation	1,678	3,201	20,895	11,403
Share-based payments	3,149	16,733	136,094	99,990
Exploration and evaluation assets written-off	-	616	230,548	202,890
Changes in non-cash working capital items:				
Receivables	2,950	126,140	56,822	226,982
Prepaid expenses	428	4,021	(4,997)	(4,108)
Trade payables and accrued liabilities	17,583	9,205	6,264	(19,975)
Net cash flows used in operating activities	(158,781)	(17,752)	(394,910)	(578,561)
Investing activities				
Expenditures on exploration and evaluation assets	(70,035)	(428,387)	(321,208)	(2,300,875)
Less: costs recovered	-	(78,397)	-	1,059,927
Reclamation deposits	8,500	-	8,500	-
Mineral exploration tax credit refund	-	617,631	-	617,631
Expenses recovered	(5,000)	-	1,427	-
Net cash flows used in investing activities	(66,535)	110,847	(311,281)	(623,317)
Decrease in cash and cash equivalents	(225,316)	93,095	(706,191)	(1,201,878)
Cash and cash equivalents, beginning of period	1,066,710	1,789,364	1,547,585	3,084,337
Cash and cash equivalents, ending of period	**$ 841,394**	**$ 1,882,459**	**$ 841,394**	**$ 1,882,459**

1. Nature and continuance of operations

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 and Mexico. The Company's shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "SIR.V".

The head office and principal address of the Company is located at 750 West Pender Street, Suite 1700, Vancouver, British Columbia, Canada, V6C 2T8. The Company's registered and records office address is 1185 West Georgia Street, Suite 1750, Vancouver, British Columbia, Canada, V6E 4E6.

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 is not expected to continue operations for the foreseeable future. As at November 30, 2013, the Company had not advanced any property to commercial production and is not able to finance day to day activities through operations. The Company has sufficient working capital to maintain operations for the upcoming year. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to raise equity capital or borrowings sufficient to meet current and future obligations.

2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on January 27, 2014 by the directors of the Company.

Statement of compliance with and conversion to International Financial Reporting Standards

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards 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, 2013.

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, 2013.

Effective March 1, 2013 the Company adopted four new accounting standards issued by the IASB: IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosure of Involvement with Other Entities, and IFRS 13 Fair Value Measurement. The Company does not believe the adoption of these new standards has had any significant effects on its financial statements.

(Expressed in Canadian dollars - unaudited)

3. Cash and cash equivalents

The components of cash and cash equivalents are as follows:

		November 30, 2013	February 28, 2013
Cash at bank	$	96,394	$ 253,585
Guaranteed investment certificates		745,000	1,294,000
	$	841,394	$ 1,547,585

4. Receivables

		November 30, 2013	February 28, 2013
HST / GST receivable	$	5,043	$ 19,154
Exploration tax credit receivable		97,653	-
Other receivables		4,003	46,713
	$	106,699	$ 65,867

5. Reclamation deposits

The Company has posted bonds and investment certificates to provide for certain potential reclamation liabilities as agreed with the Province of British Columbia – Ministry of Energy, Mines and Petroleum Resources.

		November 30, 2013	February 28, 2013
Balance, beginning of period	$	90,024	$ 90,024
Changes		(8,500)	-
Balance, end of period	$	81,524	$ 90,024

(Expressed in Canadian dollars - unaudited)

6. Exploration and evaluation assets

The following is a description of the Company's exploration and evaluation assets and the related spending commitments for the nine month ended November 30, 2013:

	Canada				Mexico	Total for nine month period ended November 30, 2013
	Kwanika	Quest JV	Tchentlo / Choo	Other		
Property acquisition costs						
Balance, beginning of period	$ 202,130	$ 137,497	$ 71,168	$ 577,209	$ 1	$ 988,005
Additions	-	-	-	25,682	-	25,682
Balance, end of period	$ 202,130	$ 137,497	$ 71,168	$ 602,891	$ 1	$ 1,013,687
Exploration and evaluation costs						
Balance, beginning of period	$ 17,364,061	$ 439,648	$ 302,874	$ 768,014	$ -	$ 18,874,597
Costs incurred during period:						
Aircraft	-	-	-	19,428	-	19,428
Analysis	1,465	-	-	22,040	-	23,505
Camp and operations	19,572	304	-	14,751	-	34,627
Consulting	23,198	-	-	7,118	-	30,316
Drilling	-	-	-	2,639	-	2,639
General labour	38,417	5,275	-	90,734	-	134,426
Geophysics	1,125	-	-	-	-	1,125
Travel and accommodation	4,001	783	-	20,779	-	25,563
	87,778	6,362	-	177,489	-	271,629
Other:						
Exploration tax credits	(97,653)	-	-	-	-	(97,653)
Option payment and recovered costs	-	(6,427)	5,000	-	-	(1,427)
Write-downs	-	-	-	(230,548)	-	(230,548)
	(97,653)	(6,427)	5,000	(230,548)	-	(329,628)
Balance, end of period	$ 17,354,186	$ 439,583	$ 307,874	$ 714,955	$ -	$ 18,816,598
Total	$ 17,556,316	$ 577,080	$ 379,042	$ 1,317,846	$ 1	$ 19,830,285

(Expressed in Canadian dollars - unaudited)

6. Exploration and evaluation assets (cont'd)

a) Kwanika

The 8,960Ha Kwanika property is 100% owned by the Company and located in the northern portion of the Quesnel Trough, British Columbia. It is the Company's principal mineral property.

b) Quest Joint Venture

The Company owns a 50 to 65.2% interest in eight additional properties under two separate joint venture agreements with Fjordland Exploration Inc.

Between September 2011 and May 2013, six of these properties were subject to a separate joint venture with Xstrata Copper Canada who conducted target development work on all six, returning five of the properties in January 2013 and the sixth in May 2013.

c) Other B.C. Properties

The Company owns a 100% interest in 16 other properties totaling 70,940Ha (exclusive of Kwanika) located in the Cariboo, Omineca and Skeena Mining Divisions of British Columbia.

Between April 2011 and September 2012 two of these properties, Choo and Tchentlo were subject to an option earn-in agreement with Phelps Dodge Corporation of Canada, Limited ("PDCC") who spent approximately $1,577,000 in exploration on the two properties, which amount is not reflected in the accompanying table.

During the prior quarter, the Company reduced the size of the Osalinka property and took a partial write down of prior exploration costs reflecting this reduction. During the current quarter incremental additions were made through staking three properties.

d) Mexico

The Company, through its wholly owned Mexican subsidiary, holds title to three properties located in the states of Chihuahua and Durango, northern Mexico.

The Company has no current exploration plans for the Mexican properties and accordingly fully wrote down their carrying value in the immediately preceding financial year.

7. Trade payables and accrued liabilities

	November 30, 2013	February 28, 2013
Trade payables	$ 32,408	$ 40,242
Amounts due to related parties (Note 11)	21,218	10,195
Accrued liabilities	34,369	55,190
	$ 87,995	$ 105,627

(Expressed in Canadian dollars - unaudited)

8. Commitments

As at November 30, 2013, future payments required under non-cancellable operating leases for premises contracted for but not capitalized in the financial statements are as follows:

Payable not later than one year	$	31,753
Payable later than one year and not later than five years		11,625
Total future minimum lease payments	$	43,378

9. Share capital and reserves

Authorized share capital

An unlimited number of common shares without par value.

Issued share capital

At November 30, 2013 there were 51,100,221 issued and fully paid common shares (February 28, 2013 – 51,100,221).

Basic and diluted loss per share

The basic and diluted loss per share for the nine months ended November 30, 2013 was $0.02 (2012 - $0.02). The calculation of basic and diluted loss per share for the nine months ended November 30, 2013 was based on the loss attributable to common shareholders of $840,536 (2012 - $1,095,743) and the weighted average number of common shares outstanding of 51,100,221 (2012 – 51,100,221). The diluted loss per share does not include the effect of stock options as they are anti-dilutive. As of November 30, 2013, the total number of potentially dilutive shares excluded from the calculation of loss per share was 6,295,000 (2012 – 7,911,999).

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 technical 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 will be exercisable for a period of up to 5 years from the date of grant.

The changes in options during the periods ended November 30, 2013 and February 28, 2013 are as follows:

	November 30, 2013			**February 28, 2013**		
	Number of options		**Weighted average exercise price**	**Number of options**		**Weighted average exercise price**
Options outstanding, beginning of period	5,725,000	$	0.33	6,245,000	$	0.41
Options granted	2,825,000		0.12	75,000		0.12
Options expired	(1,270,000)		0.54	(595,000)		1.16
Options forfeited	(985,000)		0.24	-		-
Options outstanding, end of period	6,295,000	$	0.20	5,725,000	$	0.33
Options exercisable, end of period	6,170,000	$	0.21	5,681,250	$	0.33

(Expressed in Canadian dollars - unaudited)

9. Share capital and reserves (cont'd)

Stock options *(cont'd)*

Details of options outstanding as at November 30, 2013 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of options outstanding	Number of options exercisable
$0.12 - $0.26	2.64 years	4,520,000	4,395,000
$0.30 - $0.33	1.96 years	1,775,000	1,775,000
	2.49 years	6,295,000	6,170,000

During the nine months ended November 30, 2013, the Company granted 2,825,000 (2012 – 75,000) stock options with a weighted average fair value of $0.12 (2012 - $0.12) per option. The Company recorded share-based compensation of $136,094 (2012 - $99,990) relating to options vested during the period. The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions:

	November 30, 2013	February 28, 2013
Expected life of options	4 years	5 years
Annualized volatility	88%	103%
Risk-free interest rate	1.25%	1.62%
Dividend rate	0%	0%

Warrants

The changes in warrants during the periods ended November 30, 2013 and February 28, 2013 are as follows:

	November 30, 2013		February 28, 2013	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of period	-	$ -	2,106,999	$ 0.42
Warrants expired	-	-	(2,106,999)	0.42
Warrants outstanding, end of period	-	$ -	-	$ -

(Expressed in Canadian dollars - unaudited)

10. Related party transactions

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, 2013		February 28, 2013
Directors and officers of the Company	$	21,218	$	10,195

Key management personnel compensation

		Nine month period ended November 30, 2013	2012
Management fees (1)	$	126,000	$105,000
Consulting		28,730	32,075
Director fees		28,000	40,000
Share-based payments		110,683	55,867
	$	293,413	$232,942

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

The Company has entered into a two year renewable employment agreement with the president of the Company expiring December 31, 2013 for the provision of services at a cost of $17,500 per month. The president voluntarily reduced this to $14,000 per month in Q1 and further agreed to defer 20% of this revised compensation to accrued liability subsequent to the end of Q2. If the agreement is terminated without cause, the Company will be required to provide severance equal to two month's salary for every year of service starting July 1, 2004 onwards. In the event of a change in control of the Company, the president will have the right to cancel the agreement and receive a termination payment equal to twenty-four months' salary.

11. 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 type of risk exposure and the way in which such exposure is managed is summarized as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts which are held with major banks in Canada and Mexico. As most of the Company's cash is held by two banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

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 sole 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 significant equity funding.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's Mexican subsidiary is exposed to currency risk as it incurs expenditures that are denominated in Mexican pesos while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in Mexican pesos:

	November 30, 2013	February 28, 2013
Cash and cash equivalents	$ 45,074	$ 59,117
Receivables	509	523
Accounts payable	(889)	(2,239)
	$ 44,694	$ 57,401

Based on the above net exposures, as at November 30, 2013, a 10% change in the Mexican peso to Canadian dollar exchange rate would impact the Company's net loss by $4,469.

11. Financial risk management (cont'd)

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risks.

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital and reserves net of accumulated deficit.

There were no changes in the Company's approach to capital management during the period.

The Company is not subject to any externally imposed capital requirements.

Fair value

The Company's financial instruments consist of cash and cash equivalents, receivables, reclamation deposits and trade payables and accrued liabilities. The fair value of these financial instruments other than cash and cash equivalents approximates their carrying values due to the short term nature of these investments. Cash and cash equivalents are measures at fair value using Level 1 inputs.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

(Expressed in Canadian dollars - unaudited)

12. Segmented information

Operating segments

The Company operates in a single reportable operating segment – the acquisition and exploration of mineral properties.

Geographic segments

The Company's non-current assets are located in the following countries:

	As at November 30, 2013		
	Canada	Mexico	Total
Reclamation deposits	$ 81,524	$ -	$ 81,524
Equipment	13,587	-	13,587
Exploration and evaluation assets	19,830,284	1	19,830,285
	$ 19,925,395	$ 1	$ 19,925,396

	As at February 28, 2013		
	Canada	Mexico	Total
Reclamation deposits	$ 90,024	$ -	$ 90,024
Equipment	18,762	15,720	34,482
Exploration and evaluation assets	19,862,601	1	19,862,602
	$ 19,971,387	$ 15,721	$ 19,987,108