



# MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED

FEBRUARY 28, 2013

## 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 area of British Columbia and gold-silver projects in Mexico. This Management Discussion and Analysis ("MD&A") is dated June 13, 2013 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 financial statements which are prepared in accordance with International Financial Reporting Standards

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 Statement" on the last page of this report.**

## OVERALL PERFORMANCE

During the year ended February 28, 2013, Serengeti had three principal areas of focus: advancement of its flagship Kwanika copper-gold resource-stage project located in British Columbia; exploration of its portfolio of early-stage properties in BC with funding for this activity during the year coming largely from third party partnerships; and exploration for bulk-tonnage gold-silver deposits in the Altiplano region of North-Central Mexico.

Between 2006 and September 2012, the Company completed 74,087 metres of drilling in 183 holes on the Kwanika property. To date, four independent NI 43-101 technical reports, three prepared by Roscoe Postle Associates Inc., and the most recent one by Moose Mountain Technical Services, have been published for the property. The current resource estimate, originally published on March 3, 2011, is summarized in the following table:

2011 Kwanika Mineral Resource Estimate												
ZONE	Open Pit Resource Category	Tonnes and Grade							Total Contained Metal			
		Cut-off (US\$/t)	Tonnes (Mt)	Copper (%)	Gold (g/t)	Silver (g/t)	Moly (%)	CuEq (%)	Cu (Mlbs)	Au (Moz)	Ag (Moz)	Mo (Mlbs)
Central	Indicated	20.00	91.0	0.38	0.36	1.08	-	0.57	754	1.08	3.2	-
		7.50	243.6	0.23	0.21	0.69	-	0.32	1,233	1.66	5.4	-
	Inferred	20.00	5.1	0.26	0.27	0.65	-	0.40	29	0.04	0.1	-
		7.50	55.2	0.14	0.14	0.42	-	0.20	168	0.25	0.7	-
South	Inferred	20.00	74.3	0.33	0.12	2.15	0.012	0.47	546	0.29	5.2	-
		7.50	239.9	0.20	0.09	1.49	0.007	0.27	1,081	0.66	11.5	37.6

Overall resources are reported within a conceptual pit shell with a 45 degree pit slope angle for rock and 30 degrees for overburden and are based on an insitu cut-off of \$7.50/ tonne and a higher grade resource is reported at an insitu cut-off of \$20.00/tonne, both adjusted for metallurgical recovery and offsite costs. The dollar value and Copper Equivalent (CuEq) calculations are based on the following metal prices: US \$3.50 / lb copper, US \$1,200 / oz gold, US \$21 / oz silver, US \$17 / lb molybdenum with assumed recoveries as follows: Cu 89%, Au 70%, Ag 75%, Mo 60% based partially on preliminary metallurgical test work conducted on a sample from the Central Zone. At the prices used, a US \$7.50 insitu cut-off is considered reasonable for a porphyry open pit deposit at this location.

A limited drill program was carried out at Kwanika in August and September 2012 testing several targets identified as a result of a re-evaluation of our exploration database. In the fourth quarter, the Company took the decision to re-activate the Kwanika Preliminary Economic Assessment (PEA) study which had been deferred earlier in the year. The

PEA evaluated a 15,000 tonne per day combined open pit and underground mining operation, centered on the highest grade portion of the Central and South Zones on the Kwanika property. Results of the PEA were disclosed prior to fiscal year end and a complete, independent NI 43-101 compliant Technical Report was posted on SEDAR in early March 2013. A summary of the results of the project evaluated in the PEA are as follows:

### Kwanika Project PEA Summary.

**Proposed Operation Type: Open Pit + Underground**

<b>Resources (as in PEA Mine Plan)</b>	73.4 Mt	0.377% Cu	0.295 g/t Au	1.38 g/t Ag	0.016% Mo
<b>Life of Mine Production</b>	73 Mt	545M lbs Cu	489K oz Au	2.4M oz Ag	5.3M lb Mo
<b>Average Annual Production</b>	5.475 Mt	41M lbs Cu	36K oz Au	182K oz Ag	390K lb Mo
<b>Initial Mine Life</b>	13.5 years				

### Project Economics:

<b>Commodity Prices Assumed</b>	US \$3.63/lb Cu    \$1427/oz Au    \$27.50 / oz Ag    \$14.45/lb Mo
<b>Initial CapEx</b>	CDN \$364 million
<b>LOM Sustaining Capital</b>	CDN \$144 million
<b>Cumulative Cash Flow (pretax/aftertax)</b>	CDN \$567 million / \$323 million
<b>NPV at 5% (pretax/aftertax)</b>	CDN \$263 million / \$123 million
<b>IRR (pretax/aftertax)</b>	13.4%/9.7%
<b>Payback (pretax/aftertax)</b>	7.3/7.5 years

Optimization opportunities

- Central Zone mining plan optimization
- Additional economic underground resources
- Expansion potential: large mineralized envelope adjacent to the resource
- Adjacent properties may use Kwanika facilities
- Reduced capital costs through contract mining and equipment leasing

At the date of writing, Serengeti currently holds a 100% interest in 15 properties in BC including Kwanika, totalling approximately 82,500 hectares; 65.2% interest in 2 properties totalling 2,815 hectares, a 63.7% interest in 5 properties totalling 19,700 hectares and a 50% interest in 1 property totalling 15,736 hectares all in joint venture with Fjordland Exploration Inc. The properties are located in the Quesnel Trough and Stikine Arch of British Columbia. The Quesnel Trough is host to the Kemess, Mt. Milligan and Mt. Polley porphyry copper-gold deposits and the Stikine Arch to Red

Chris and Galore Creek porphyry copper-gold deposits. Two option agreements were active during the period to fund exploration activity on portions of this large portfolio.

Serengeti, through a wholly owned subsidiary in Mexico called Minera F.B. Integral, SA. de CV. ("FB Integral"), owns title to 50,957 hectares in six mineral properties located in the states of Chihuahua, Durango and Sonora, northern Mexico and an option agreement to acquire one small parcel of land within one of these properties. A reverse circulation drilling program was conducted on three of the properties located in Chihuahua in the period March-June, 2012. As at the date of this report, the Company has taken the decision to sell or joint venture the Mexican property portfolio in order to conserve capital and focus its efforts on its British Columbia properties. Reflecting this decision, the Company has fully written down the carrying value of its Mexican property portfolio.

In light of the prolonged downturn in the resource equity markets, Company management has taken steps to reduce expenditures, both in field expenses and in general and administrative costs. The recent implementation of significant cuts to executive and board compensation for the coming year is one such step and the decision to curtail exploration in Mexico as described above is another. In addition management continues to assess various strategic alternatives up to and including business combination with other entities that have complimentary assets.

## **RESULTS OF OPERATIONS- MINERAL PROPERTIES**

To best understand our financial results, it is important to gain an appreciation for the significant events, transactions and activities on mineral properties which occurred during and subsequent to the reporting period, and these are summarized below.

### **Exploration Activities**

On March 5, 2012, the Company reported the approval of a \$1.0 million budget by its partner Freeport-McMoRan of Canada Limited ("FMCL") (formerly PDCC) to explore Serengeti's Tchentlo and Choo projects in 2012. The expenditure was to fund a 2,600 metre diamond drill program planned for summer 2012 field season.

On March 20, 2012, the Company announced that it had begun a drill program to test high priority gold-silver targets on three properties located in Southern Chihuahua State, Mexico. A total of 3,000 to 4,000 metres of reverse circulation (RC) drilling were to be completed in approximately 25 holes.

On May 8, 2012, the Company announced results from the first three holes of a 19 hole reverse circulation (RC) drill program at the Victoria project in Mexico and on May 24, 2012, the Company announced results from the remaining sixteen holes. The highlight of the program was a near surface, oxide zone grading 1.68 g/t gold 4.8 g/t silver over 7.5 metres in hole V-01 underlain by a broad interval of zinc sulphide-enriched mineralization grading 0.77% zinc, trace gold and 2.6 g/t silver over 67.5 metres. Hole V-02 drilled 100 metres to the west intersected 2.07% zinc, 0.54 g/t gold and 12.7 g/t silver over the bottom 12 metres of the hole and represents a partial downdip test of the intersection in V-01. More work is warranted to further test this mineralized zone.

On June 14, 2012, the Company announced drilling had started on its Tchentlo and Choo properties. The drilling was to consist of up to approximately 2600 meters in 10 to 12 holes testing seven separate porphyry copper-gold targets on the two properties.

On July 25, 2012, the Company reported the completion of a reverse circulation (RC) drill program on three properties in Chihuahua, Mexico, and reported the results from two of these. Results were previously reported from the third property, Victoria, where drilling encountered gold-silver with associated zinc +/- lead mineralization hosted in silicified sediments within a 500 metre long zone open laterally and at depth.

On August 21, 2012, the Company reported that it had initiated a follow-up drill program at Kwanika testing several targets in the vicinity of the Central copper-gold Zone as well as high priority geophysical target located 15 kilometres to the south on the Kwanika property.

On August 29, 2012, the Company announced the results from a drill program funded by Freeport-McMoRan of Canada Limited ("FMCC") on the Tchentlo and Choo properties, which are located west of the Mount Milligan mine development project in the Quesnel Trough, BC.

On November 5, 2012, the Company announced results of a drill program conducted on the Kwanika property. Three holes drilled on the north end of the Central Zone on the property confirmed that the copper-gold system remains open to the north and to depth. The Company also announced that it had been informed by Freeport-McMoRan of Canada Limited that it had elected to terminate its Earn-In Agreement for the Company's Choo and Tchentlo properties.

On November 13, 2012, the Company announced the results of a prospecting and surface rock sampling program conducted in September 2012 on the Croy Bloom property. A number of rock grab samples returned high grade gold and copper values in an area of the property considered to be highly prospective.

On February 6, 2013, the Company announced the completion of an independent NI 43-101 compliant Preliminary Economic Assessment ("PEA") for its 100% owned Kwanika copper-gold porphyry project. The results of the PEA demonstrate the potential technical and economic viability of establishing a new copper-gold mine and mill complex on the property.

On February 28, 2013, the Company announced consolidation of its adjoining Mil (SIR-65%/FEX-35%) and Fjordland Exploration Inc. Milligan South (100% FEX) properties into a single project (50%/50% JV), via an amendment to the previous QUEST Joint Venture agreement dated February 28, 2008.

On March 4, 2013, the Company announced it had filed on SEDAR an independent NI 43-101 technical report outlining the results of a Preliminary Economic Assessment ("PEA") on its 100% owned Kwanika project, as previously released on February 6, 2013. In the same news release, the Company also reported that it had been advised by Xstrata Canada Corporation that it had elected to retain the Ping property (one of six properties originally subject to the Xstrata option) with plans for a drill program on the property in 2013.

On May 1, 2013, the Company announced that it had acquired a 100% interest by staking of two properties totalling 5,675 hectares comprising the Red Chris North project, 10 kilometers north of a recent copper-gold discovery by Colorado Resources.

The Company has approved an exploration budget for the 2013 calendar year of \$340,000, the principle components being for the Kwanika project and the properties in the immediate vicinity and for an evaluation on the newly acquired Red Chris North project.

### **General Activities**

On July 11, 2012, the Company filed on SEDAR an Annual Information Form (AIF) for the fiscal year ending February 29, 2012.

On August 21, 2012, the Company held its Annual General Meeting at which shareholders approved the acceptance of Financial Statements for the year ended February 29, 2012, the appointment of Davidson & Company LLP as auditors of the Company and the election of the Directors as nominated in the Information Circular provided for the meeting.

On March 20, 2013, the Company announced the engagement of Bucher Money, Market & Analysis GmbH of Switzerland to conduct communications and market awareness program with the German speaking investment community in Europe and continued engagement of Paradox Public Relations Inc., based in Montreal, for the Company's North America investor relations activity. On the same date the Company announced the grant of 2,675,000 stock options to acquire common shares of the Company at \$0.12 per share; of these, 500,000 options were granted to Paradox.

On March 28, 2013, the Company announced the appointment of Sheri Rempel as the new Chief Financial Officer (CFO), effective April 1, 2013, upon the resignation of Alec Peck, the former CFO.

### Selected Annual Information

Financial year ended:	February 28, 2013	February 29, 2012	February 28, 2011
Total revenues	Nil	Nil	Nil
Net loss <sup>1</sup>			
In Total	(2,937,118)	(1,765,558)	(1,506,931)
Per share <sup>2</sup>	(0.06)	(0.04)	(0.03)
Comprehensive loss <sup>1</sup>			
In Total	(2,937,118)	(1,765,558)	(1,506,931)
Per share <sup>2</sup>	(0.06)	(0.04)	(0.03)
Total assets	21,622,142	24,568,208	24,898,404
Total long term financial liabilities	Nil	Nil	Nil

No dividends were declared or paid nor are any contemplated

Note 1 - The net loss and the comprehensive loss for the financial year ended February 28, 2013 includes \$1,928,816 (2012-\$401,051; 2011-\$169,630) in exploration costs written down.

Note 2 - Fully diluted per share amounts are not shown as the effect is anti-dilutive.

### LIQUIDITY AND CAPITAL RESOURCES

As at February 28, 2013, the Company had current assets of \$1,635,034 and current liabilities of \$105,627 compared to current assets of \$3,365,360 and current liabilities of \$153,759 as at February 29, 2012. Working capital is \$1,529,407 at February 28, 2013 compared to \$3,211,601 at February 29, 2012, excluding a mineral exploration tax credit of \$612,093 at February 29, 2012.

Equity at February 28, 2013 was \$21,516,515 compared to \$24,348,285 as at February 29, 2012.

The Company currently has sufficient financial resources to adequately cover its general administrative and operating costs for the coming year. As part of maintaining our financial resources the CEO reduced his salary by 20% and the directors reduced their fees by 50% effective March 15, 2013 and the Company continues to seek operating efficiencies in light of current difficult market conditions.

The Company has no material liabilities, other than short term liabilities incurred in the normal monthly activities of exploration and administration. The Company has no long term debt.

**RESULTS OF OPERATIONS**

	Three month period ended		Year ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
<b>Expenses</b>				
Consulting	\$ 23,704	\$ 27,607	\$ 106,131	\$ 132,872
Conventions and tradeshow	13,715	12,734	47,688	45,819
Depreciation	8,186	4,460	14,473	10,795
Director fees	10,000	20,000	70,000	79,250
Foreign exchange	(28,738)	3,717	(30,342)	56,915
Investor relations	21,720	34,633	107,401	148,579
Management fees	56,700	12,798	196,685	120,351
Office and miscellaneous	30,240	34,503	138,175	142,064
Professional fees	100	11,098	51,821	69,298
Project investigation costs	6,325	90,704	150,045	292,011
Share-based payments	5,358	233	105,348	349,788
Transfer agent and filing fees	6,351	6,950	21,992	33,684
Wages and salaries	30,502	54,345	118,624	142,220
	(184,163)	(313,782)	(1,098,041)	(1,623,646)
Interest income	2,550	5,227	23,575	72,463
Exploration and evaluation assets written-off	(1,725,926)	(269,548)	(1,928,816)	(401,051)
Recovery of flow-through share premium	66,164	186,676	66,164	186,676
<b>Comprehensive loss for year</b>	<b>\$ (1,841,375)</b>	<b>\$ (391,427)</b>	<b>\$ (2,937,118)</b>	<b>\$ (1,765,558)</b>
<b>Loss per share – basic and diluted</b>	<b>\$ (0.04)</b>	<b>\$ (0.01)</b>	<b>\$ (0.06)</b>	<b>\$ (0.04)</b>
<b>Weighted average number of common shares outstar</b>	<b>51,100,221</b>	<b>51,100,221</b>	<b>51,100,221</b>	<b>49,727,060</b>

**NET LOSS**

The net loss for the quarter ended February 28, 2013 was \$1,841,375 compared to \$391,427 for the quarter ended 2012 representing an increase of \$1,449,948.

The net loss for the year ended February 28, 2013 amounted to \$2,937,118 compared to a net loss for year ended February 29, 2012 of \$1,765,558.

**EXPENSES**

For the quarter ended February 28, 2013, total expenses were \$184,163 compared to \$313,782 recorded during the same period in 2012, representing a decrease of \$129,619 or 41%. For the year period ended February 28, 2013, total expenses were \$1,098,041 compared to \$1,623,646 for the year ended February 29, 2012. Included in expenses is a non-cash charge of \$105,348 (February 29, 2012 - \$349,788) for share-based payment. After deducting the non-cash adjustment for share-based payment expenses, other expenses totalled \$992,693 (February 29, 2012 - \$1,273,858) representing a decrease of 22%. Material variances are discussed below.

**Consulting fees**

For the quarter ended February 28, 2013, expenses charged to consulting fees were \$23,704 compared to \$27,607 for the quarter ended February 29, 2012. Consulting fees were \$106,131 for the year ended February 28, 2013 compared to \$132,872 reported over the same time period in 2012. These expenses fluctuate depending on services requested. In the 2012 periods, consultants that provide accounting services were engaged in the conversion of the Company's financial reporting to International Financial Reporting Standards. This required additional time and resultant fees paid to the consultants.

**Investor relations**

For the quarter ended February 28, 2013, investor relations were \$21,720 compared to \$34,633 for the quarter ended February 29, 2012. Investor relations for the year ended February 28, 2013 were \$107,401 compared to \$148,579 reported over the same period in 2012. Management continually evaluates various investor relation activities. These costs are typically for specific programs, and any variance in the expense over comparable time periods is a reflection of entering into different types of investor relation activities.

**Management fees**

For the quarter ended February 28, 2013, management fees were \$56,700 compared to \$12,798 for the quarter ended February 29, 2012. Management fees for the year ended February 28, 2013 were \$196,685 compared to \$120,351 reported over the same period in 2012. The proportion of management's time allocated to various projects can fluctuate, creating variances in the amounts recorded as general operating costs.

**Project investigation costs**

For the quarter ended February 28, 2013, project investigation costs expenses were \$6,325 compared to \$90,704 for the quarter ended February 29, 2012. Project investigation costs were \$150,045 for the year ended February 28, 2013 compared to \$292,011 for the year ended February 29, 2012. Included in this category are costs related to evaluating potential projects for the Company. The Company's accounting policy is to expense such costs until the Company has acquired legal title to the project. These expense variances are a result of management's activity in the period toward potential new acquisitions.



**SUMMARY OF QUARTERLY FINANCIAL INFORMATION**

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>
		\$	\$	\$	\$
February 28, 2013	Nil	(1,841,375)	(0.04)	(1,841,375)	(0.04)
November 30, 2012	Nil	(177,668)	(0.00)	(177,668)	(0.00)
August 31, 2012	Nil	(395,731)	(0.01)	(395,731)	(0.01)
May 31, 2012	Nil	(522,344)	(0.01)	(522,344)	(0.01)
February 29, 2012	Nil	(391,427)	(0.01)	(391,427)	(0.01)
November 30, 2011	Nil	(507,959)	(0.01)	(507,959)	(0.01)
August 31, 2011	Nil	(426,339)	(0.01)	(426,339)	(0.01)
May 31, 2011	Nil	(439,833)	(0.01)	(439,833)	(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.

**Discussion**

The operating results of junior exploration companies are capable of demonstrating wide variations from period to period. Other than the factors leading to certain costs discussed above in the section “Results of Operations”, management of Serengeti does not believe that meaningful information about the Company’s operations can be derived from an analysis of quarterly fluctuations in any more detail than presented there.

**TRANSACTIONS WITH RELATED PARTIES**

The following amounts due to related parties are included in trade payables and accrued liabilities.

	February 28, 2013	February 29, 2012
Directors and officers of the Company	\$ 10,195	\$ 18,834

These amounts are unsecured, non-interest bearing and have no fixed terms of repayments. All were paid March 31, 2013.

**Key management personnel compensation**

	Year ended	
	2013	2012
Management fees (1)	\$ 210,000	\$225,300
Consulting	56,870	90,515
Director fees	70,000	79,250
Share-based payments	71,435	254,831
	\$ 408,305	\$649,896

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

During the year ended February 28, 2013, the Company paid salaries of \$210,000 to David Moore, Chief Executive Officer, and \$36,000 to Alec Peck, Chief Financial Officer, and \$17,370 to a company controlled by Pamela White, Corporate Secretary, and \$3,500 to Michael Thicke for geological consulting services. Directors' fees were paid to independent directors as to \$14,875 to George Tikkanen, \$14,875 to Ian Brown, \$13,125 to John McBride, \$13,125 to Lew Lawrick and \$14,000 to Victor Tanaka. The Company recorded share-based payments of \$71,435 as to \$15,829 to David Moore, \$7,915 to Alec Peck, \$7,915 to Pamela White, \$201 to Michael Thicke, \$7,915 to George Tikkanen, \$7,915 to Ian Brown, \$7,915 to John McBride, \$7,915 to Lew Lawrick and \$7,915 to Victor Tanaka. At year end the Company implemented reductions to CEO and Directors compensation (See Liquidity and Capital Resources section).

**OFF BALANCE SHEET ARRANGEMENTS**

The Company has no material off-balance sheet arrangements.

**ACCOUNTING STANDARDS ANTICIPATED TO BE EFFECTIVE MARCH 1, 2013 OR SUBSEQUENTLY****Financial instruments**

The IASB intends to replace IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39") in its entirety with IFRS 9 *Financial Instruments* ("IFRS 9") in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39, and is effective for annual periods beginning on or after January 1, 2015, with earlier adoption permitted. In November 2009 and October 2010, phase I of IFRS 9 was issued and amended, respectively, which addressed the classification and measurement of financial assets and financial liabilities. IFRS 9 requires that all financial assets be classified as subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets.

Financial liabilities are classified as subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. The IASB has issued exposure drafts addressing impairment of financial instruments, hedge accounting and the offsetting of financial assets and liabilities, with comments that were due in March and April of 2011. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

**Consolidation**

IFRS 10 *Consolidated Financial Statements* establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This standard (i) requires a parent entity (an entity that controls one or more other entities) to present consolidated financial statements; (ii) defines the principle of control, and establishes control as the basis for consolidation; (iii) sets out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee; and (iv) sets out the accounting requirements for the preparation of consolidated financial statements. IFRS 10 supersedes IAS 27 *Consolidated and Separate Financial Statements* and SIC-12 *Consolidation- Special Purpose Entities* and is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company does not believe the adoption of this standard will have a significant effect on its financial statements.

**Joint Arrangements**

IFRS 11 *Joint Arrangements* establishes the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement. This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company does not believe the adoption of this standard will have a significant effect on its financial statements.

**Disclosure of Involvement with Other Entities**

IFRS 12 *Disclosure of Involvement with other Entities* requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company does not believe the adoption of this standard will have a significant effect on its financial statements.

**Fair Value Measurement**

IFRS 13 *Fair Value Measurement* defines fair value and sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except for: share-based payment transactions within the scope of IFRS 2 *Share-based Payment*; leasing transactions within the scope of IAS 17 *Leases*; measurements that have some similarities to fair value but that are not fair value, such as net realizable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*. This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company does not believe the adoption of this standard will have a significant effect on its financial statements.

**Financial Instruments**

The Company's financial instruments consist of cash and cash equivalents, receivables, reclamation bonds and accounts payable 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 measured at fair value using Level 1 inputs.

The Company's credit risk is primarily attributable to financial assets including cash and cash equivalents, receivables, mineral exploration tax credit recoverable and reclamation bonds. The Company's total exposure to credit risk is \$1,703,476. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash

equivalents with high-credit quality Canadian financial institutions. Receivables from government usually bear minimal risk.

Substantially all of the Company's assets and operations are in Canada. The Company's functional currency is in the Canadian dollar.

## **RISKS RELATED TO THE COMPANY'S BUSINESS**

### **Overview**

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in the exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial.

The following sets out the principal risks to face by the Company.

**Exploration risk.** The Company is seeking mineral deposits, on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons, or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

**Market risks.** The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities. See "Share Price Volatility and Price Fluctuations" below.

**Commodity price risks.** The Company's exploration projects seek copper and gold in Canada and gold and silver in Mexico. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

**Aboriginal accommodation risks.** Aboriginal title claims and rights to consultation and accommodation may affect our existing operations as well as potential development projects. Governments in many jurisdictions must consult with aboriginal peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. Consultation and other rights of aboriginal people may require accommodations, including undertakings regarding employment and other matters in impact and benefit agreements. This may affect our ability to assure within a reasonable time frame effective mineral titles in these jurisdictions, including in some parts of Canada in which aboriginal title is claimed, and may affect the timetable and costs of exploration and, if warranted, development of mineral properties in these jurisdictions. The risk of unforeseen aboriginal title claims also could affect existing exploration activities as well as potential development projects and possible future acquisitions. These legal requirements may affect our ability to expand or transfer existing projects or acquire possible new projects.

**Financing risks.** Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and

generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

**Share Price Volatility and Price Fluctuations.** In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. In particular, the per share price on the TSX Venture Exchange of the Company's common stock fluctuated from a high of \$0.41 to a low of \$0.05 in the period beginning March 1, 2009 and ending on the date of this Management Discussion and Analysis, and in recent months have been trading at the low end of this range. There can be no assurance that these price fluctuations and volatility will not continue to occur.

**Key personnel risks.** The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel, including David Moore. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

**Competition.** Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

**Foreign Countries and Regulatory Requirements.** Currently, a portion of the Company's properties are located in Mexico. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, political instability and political risk. Both mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety. Recently northern Mexico has reported several incidents of security risks affecting individuals and mineral projects to its Mexican Subsidiary. The Company maintains the majority of its funds in Canada and only forwards sufficient funds to meet current obligations.

**Environmental and Other Regulatory Requirements.** The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to

commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties.

To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

**History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations.** The Company has incurred net losses to date. Its deficit as of February 28, 2013 was \$24,315,598. The Company has not yet had any revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

**Uninsured risks.** The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material adverse effect on the Company's financial position.

## **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/>

### **Disclosure by venture issuer without significant revenue**

An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates. An analysis of the material components of the exploration and evaluation assets of the Company's mineral properties is disclosed in Note 7 to the financial statements.

**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 10 to the financial statements dated February 28, 2013, which as of June 13, 2013 are as follows:

	<u>Number of shares</u>	<u>\$</u>	<u>Number of options</u>	<u>Exercise price</u>	<u>Expiry date</u>
<b>Issued and outstanding:</b>	<u>51,100,221</u>	<u>38,564,432</u>	100,000	\$0.25	Jun 29, 2013
			75,000	\$0.30	Jun 29, 2013
			100,000	\$0.33	Jun 29, 2013
			100,000	\$0.20	Jun 29, 2013
			60,000	\$0.40	Oct 15, 2013
			100,000	\$0.20	Dec 31, 2013
			40,000	\$0.25	Dec 31, 2013
			75,000	\$0.30	Dec 31, 2013
			100,000	\$0.33	Dec 31, 2013
			680,000	\$0.25	Mar 25, 2014
			825,000	\$0.30	Feb 12, 2015
			500,000	\$0.12	Mar 28, 2015
			100,000	\$0.24	Sept 2, 2015
			975,000	\$0.33	Feb 9, 2016
			30,000	\$0.26	Sept 21, 2016
			1,020,000	\$0.20	Jan 19, 2017
			75,000	\$0.12	May 24, 2017
			2,175,000	\$0.12	Mar 20, 2018
			75,000	\$0.12	Mar 28, 2018
			<u>7,205,000</u>	<u>\$0.21</u>	

Vancouver, British Columbia

June 13, 2013

**Cautionary Statement**

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, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. 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. 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.