



## NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the Annual and Special General Meeting (the "Meeting") of the Shareholders of **SERENGETI RESOURCES INC.** (the "Company") will be held at the Company's offices located at **Suite 520 – 800 West Pender Street, Vancouver, British Columbia** on **Tuesday, the 24<sup>th</sup> day of September, 2019 at 10:30 a.m.** (Pacific Time) for the following purposes:

1. To receive the Report of the Directors.
2. To receive the Audited Financial Statements of the Company for the year ended **February 28, 2019**, together with the Auditor's Report thereon.
3. To fix the number of Directors at **five**.
4. To elect Directors for the ensuing year.
5. To approve the appointment of **Dale, Matheson, Carr-Hilton, LaBonte LLP** as the new Auditors for the Company, and to authorize the Directors to fix the remuneration to be paid to the Auditors.
6. To approve an amendment to the Company's Stock Option Plan to increase the number of common shares reserved for issuance under the Plan from **12,624,000** to **19,545,000**, less only any options currently issued under the existing Plan.
7. To consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may come before the Meeting or any adjournment thereof.

**Only holders of record of common shares of the Company at the close of business on July 26, 2019 will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof.**

**Your vote is important regardless of the number of common shares of the Company you own.**

**A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Notes accompanying the instrument of proxy enclosed and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed instrument of proxy is solicited by Management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.**

To be effective, the proxy must be deposited at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., before 10:30am (Pacific Time) on September 20, 2019.

DATED at Vancouver, British Columbia as of the 26<sup>th</sup> day of July, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

*"David W. Moore"*

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**David W. Moore**  
President & CEO