YANGAROO Inc.
For the three months ended March 31, 2016
Management's Discussion and Analysis

Introduction

Unless the context suggests otherwise, references to "the Company" or similar terms refer to YANGAROO Inc.

This Management's Discussion and Analysis ("MD&A") is a discussion and review of operations, current financial position and outlook for YANGAROO and should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2015.

Use of Non-IFRS Financial Measure

The following non-IFRS definition is used in this MD&A because management believes that it provides useful information regarding the Company's ongoing operations. Readers are cautioned that the definition is not a recognized measure under IFRS, does not have a standardized meaning prescribed by IFRS, and should not be construed to be alternatives to revenues and net earnings determined in accordance with IFRS or as an indicator of performance, liquidity or cash flows. The Company's method of calculating this measure may differ from the method used by other entities and accordingly the measure may not be comparable to a similarly titled measure used by other entities or in other jurisdictions.

Adjusted EBITDA as defined by the Company means Earnings Before Interest and financing costs (net of interest income), Income Taxes, Depreciation and Amortization, and other nonrecurring items. Adjusted EBITDA is derived from the statements of comprehensive loss, and can be computed as revenues less salaries and consulting expenses and property, technology, marketing and administration expenses. The Company believes adjusted EBITDA is a useful measure because it provides information to both management and investors with respect to the operating and financial performance of the Company.

Review and Approval by the Board of Directors

The Board of Directors, on recommendation of the Audit Committee, approved the content of this MD&A on May 26, 2016. Disclosure contained in this document is current to this date, unless otherwise stated.

Forward Looking Information

The Company’s reporting structure reflects how it manages its business and how it classifies its operations for planning and for measuring its performance. This MD&A contains assertions about the objective, strategies, financial conditions, and results of operations. These statements are considered “forward-looking” because they are based on current expectations of the Company’s business, in those markets in which it operates, and on various estimates and assumptions.

These forward-looking statements describe the Company’s expectations at May 26, 2016. The Company’s actual results could be materially different from its expectations if known or unknown risks affect the business, or if the Company’s estimates or assumptions turn out to be inaccurate. As a result, the Company cannot guarantee that any forward-looking statements will materialize. Forward-looking statements do not take into account the effects that transactions or non-recurring items, announced or occurring after the statements are made, may have on the business. The Company disclaims any intention or obligation to update any forward-looking statements, except as required by law, even if new information becomes available through future events or for any other reason. Risks that could cause the Company’s actual results to differ materially from its current expectations are stated in the Risk Management section.

Description of Business

YANGAROO's patented Digital Media Distribution System™ (DMDS) is a leading secure B2B digital media management solution for the entertainment and advertising industries. DMDS is an end to end technology solution that provides a fully integrated work flow based digital distribution and data management solution. DMDS replaces the physical and less effective proprietary hardware/software distribution solutions. DMDS provides audio and video content for music, music videos, and advertising to television, radio, media, retailers, award shows and other authorized recipients with more accountable, effective, and far less costly digital distribution of broadcast quality media via the Internet. YANGAROO also offers comprehensive asset management and post production services to clients in the music and advertising industries.

Corporate Activities

On January 13, 2016, the Company announced a grant of stock options (the “Options”) in accordance with the terms and conditions of the Company’s stock option plan to certain officers, insiders, employees and consultants of the Company to purchase an aggregate of 312,500 common shares in the capital stock of the Company.

The Options are exercisable for a period of five years from the date of grant at a price of $0.15 per share. Following 10% of the Options vesting on the date of grant, the remaining 90% will vest as to a third on each 6 month anniversary following the date of grant.

On January 26, 2016, the Company announced the appointment of Mr. Gerry Hurlow and Mr. Phil Benson as Independent Directors, replacing Mr. Sander Shalinsky and Mr. Gerald Quinn, who have resigned.

The Board of Directors appointed Mr. Hurlow to the Audit Committee and both Mr. Hurlow and Mr. Benson to the Compensation Committee.

On January 26, 2016, the Company withdrew $100,000 from the Credit Facility, as was previously announced in the news release dated December 14, 2015.

On February 22, 2016, the Company announced that long-form advertising delivery is available through its cloud-based, patented DMDS platform. The new functionality expands the Company's service offerings and positions them for continued growth in the advertising market. Users of the platform are afforded the ability to access one single User Interface (UI) to upload and distribute both short and long-form advertising content digitally to broadcast and cable destinations throughout the United States and Canada. Similar to short-form advertising delivery, YANGAROO's platform also sends a Proof of Delivery (POD) report to the user, which provides signed confirmation that the destination site has taken action with content.

On May 25, 2016, the Company withdrew $100,000 from the Credit Facility, as was previously announced in the news release dated December 14, 2015.

Results of Operations

Summary of Quarterly Results

The following table sets out selected financial information, presented in Canadian dollars. The information is prepared in accordance with IFRS:

	Q1 2016	Q4 2015	Q3 2015	Q2 2015
Working capital	$ 974,657	$ 1,291,810	$ 965,235	$ 1,135,154
Sales	$ 1,347,149	$ 1,610,115	$ 1,384,533	$ 1,251,931
Expenses	$ 1,695,253	$ 1,275,166	$ 1,566,015	$ 1,782,169
Income (loss) for the period	$ (348,104)	$ 331,986	$ (193,933)	$ (530,238)
Reconciling items:				
Interest income	$ (39)	$ (724)	$ (445)	$ (296)
Interest expense	$ 7,117	$ 4,273	$ 2,286	$ 1,987
Depreciation of property and equipment	$ 33,859	$ 34,731	$ 32,632	$ 28,588
Loss on extinguishment of debt	**$** -	$ -	$ -	$ -
Income tax expense	**$** -	$ -	$ 12,451	$ -
Adjusted EBITDA income (loss)	$ (307,167)	$ 370,266	$ (147,009)	$ (499,959)
Income (loss) per share (basic & diluted)	$ (0.01)	$ 0.01	$ (0.00)	$ (0.01)

	Q1 2015	Q4 2014	Q3 2014	Q2 2014
Working capital	$ 999,556	$ 1,314,585	$ 1,296,370	$ 1,425,011
Sales	$ 1,242,491	$ 1,508,617	$ 1,005,326	$ 852,695
Expenses	$ 1,647,520	$ 1,506,957	$ 1,503,211	$ 1,656,014
Income (loss) for the period	$ (405,029)	$ 1,660	$ (497,885)	$ (803,319)
Reconciling items:				
Interest income	$ (1,126)	$ (1,972)	$ (1,978)	$ (487)
Interest expense	$ 2,214	$ 1,762	$ 1,865	$ 57,859
Depreciation of property and equipment	$ 28,808	$ 26,849	$ 25,994	$ 23,649
Loss on extinguishment of debt	$ -	$ -	$ -	$ 99,436
Income tax expense	$ -	$ -	$ -	$ -
Adjusted EBITDA income (loss)	$ (375,133)	$ 28,299	$ (472,004)	$ (622,862)
Income (loss) per share (basic & diluted)	$ (0.01)	$ 0.00	$ (0.01)	$ (0.02)

Adjusted EBITDA

In the quarter ended March 31, 2016, the Company's adjusted EBITDA loss was $307,167, which decreased by $67,966 (18%) year over year and increased by $677,433 (183%) compared to the quarter ended December 31, 2015. The Company has invested in personnel and technology during the first three quarters of 2015 to facilitate the expansion of the Advertising Division. The decrease in the adjusted EBITDA loss was mainly due to the revenue increase resulting from the investment in the infrastructure and offset by the increase in foreign exchange loss. The increase in the adjusted EBITDA loss from prior period was mainly due to the decrease in revenues resulting from seasonal differences and increase in operating expenses and foreign exchange loss in the current period.

Adjusted Normalized EBITDA

Adjusted normalized EBITDA excludes the impact of any non-recurring and non-cash operating expenses therefore representing normalized cash flows from operations.

	Q1 2016	**Q4 2015**	**Q3 2015**	**Q2 2015**
Adjusted EBITDA income (loss)	$ (307,167)	$ 370,266	$ (147,009)	$ (499,959)
Reconciling items:				
Stock option expenses	$ 19,955	$ (14,327)	$ 52,699	$ 82,072
Foreign exchange loss (gain)	$ 84,840	$ (34,895)	$ (71,919)	$ 17,442
Adjustment on accrued royalty	$ -	$ (89,969)	$ -	$ -
Adjusted normalized EBITDA income (loss)	$ (202,372)	$ 231,075	$ (166,229)	$ (400,445)

	Q1 2015	**Q4 2014**	**Q3 2014**	**Q2 2014**
Adjusted EBITDA income (loss)	$ (375,133)	$ 28,299	$ (472,004)	$ (622,862)
Reconciling items:				
Stock option expenses	$ 82,981	$ 22,224	$ 102,768	$ 120,586
Foreign exchange loss (gain)	$ (82,222)	$ (29,122)	$ (37,536)	$ 29,681
Adjustment on accrued royalty	$ -	$ -	$ -	$ -
Adjusted normalized EBITDA income (loss)	$ (374,374)	$ 21,401	$ (406,772)	$ (472,595)

In the quarter ended March 31, 2016, the Company's adjusted normalized EBITDA loss decreased by 46% ($172,002) year over year and increased by 188% ($433,447) compared to the quarter ended December 31, 2015. The reasons for the changes from prior year and prior period are consistent with those of the adjusted EBITDA discussed above, excluding the impact of the foreign exchange loss.

Revenue

Total revenue was $1,347,149, which increased by 8% ($104,658) over the same period in 2015 (March 31, 2015 - $1,242,491) and decreased by 16% ($262,966) from the previous quarter (December 31, 2015 - $1,610,115).

	Q1 2016	Q1 2015	$ Change	% Change
Advertising Division	$ 644,406	$ 557,245	$ 87,161	16%
Entertainment Division	$ 702,743	$ 685,246	$ 17,497	3%
Total Revenue	$ 1,347,149	$ 1,242,491	$ 104,658	8%

(i) Advertising

YANGAROO earned advertising revenue of $644,406 in the quarter, which marked a 16% ($87,161) increase over the same period in 2015 (March 31, 2015 - $557,245) and a 21% ($176,147) decrease in revenue from the previous quarter (December 31, 2015 - $820,553). The increase from prior year was due to the continuous growth from existing customers and new customers signed on during the second half of 2015. The decrease from prior period was mainly due to seasonal differences.

(ii) Entertainment

Entertainment Division revenues were $702,743 for the quarter, which increased by 3% ($17,497) over the same period in 2015 (March 31, 2015 - $685,246) and decreased by 11% ($86,819) over those in the previous quarter (December 31, 2015 - $789,562). The increase from prior year was due to a new award show signed in the current period and seasonal differences in the Awards Management platform, offset by the one-time recognition of revenue streams from a European partnership in Q1 2015. The decrease in revenues from prior period was primarily due to seasonal differences in the Awards Management platform. The recognition of revenue from individual award shows within a quarter created quarterly variances.

Operating Expenses

	Q1 2016	Q1 2015	$ Change	% Change
Total variable costs	$ 81,127	$ 156,660	$ (75,533)	(48)%
Total fixed costs:				
Salaries and consulting	$ 1,146,393	$ 1,203,593	$ (57,200)	(5)%
General and administrative	$ 183,983	$ 210,592	$ (26,609)	(13)%
Marketing and promotion	$ 125,074	$ 102,280	$ 22,794	22%
Technology development	$ 27,266	$ 26,721	$ 545	2%
Depreciation of property and equipment	$ 33,859	$ 28,808	$ 5,051	18%
Total fixed costs	$ 1,516,575	$ 1,571,994	$ (55,419)	(4)%
Total operating expenses	$ 1,597,702	$ 1,728,654	$ (130,952)	(8)%

Variable Costs

Total variable costs for the three months ended March 31, 2016 was $81,127. This balance marked a 48% ($75,533) decrease over the same period in the prior year (March 31, 2015 - $156,660) and a 589% ($69,355) increase from the previous quarter (December 31, 2015 - $11,772). Total variable costs consist of commission, royalty and production and offline delivery expenses. The decrease from prior year was due to transferring certain advertising production activities in house and thus reduced production and offline delivery expenses. The increase from prior period was due to a one-time adjustment to royalty expense, which was reversed in the prior period.

Fixed Costs

Total fixed costs for the three months ended March 31, 2016 was $1,516,575, which decreased by 4% ($55,419) over the same period in fiscal 2015 (March 31, 2015 - $1,571,994) and increased by 17% ($221,835) from the previous quarter (December 31, 2015 - $1,294,740).

(i) Salaries and Consulting

Salaries and consulting expense for the three months ended March 31, 2016 was $1,146,393. This balance marked a 5% ($57,200) decrease over the same period in the prior year (March 31, 2015 - $1,203,593) and a 13% ($135,470) increase from the previous quarter (December 31, 2015 - $1,010,923). The decrease from prior year was due to lower stock option expenses resulting from fewer option grants in the current period. The increase from prior quarter was due to an adjustment to stock option expenses in the prior period and the accrual of bonuses in the current period.

(ii) General and Administrative

General and administrative expense for the three months ended March 31, 2016 was $183,983, which decreased by 13% ($26,609) over the same period in the prior year (March 31, 2015- $210,592) and decreased by 5% ($10,134) from the previous quarter (December 31, 2015 - $194,117). The decrease from prior year was mainly due to the termination of services from an investor relations firm during Q4 2015, as well as the reclassification of certain expenses to technology and development expenses in the current period. The decrease from the previous quarter was due to the write off of a receivable, which was included in bad debt expenses in the prior period and the reclassification of certain expenses to technology and development expenses in the current period.

(iii) Marketing and Promotion

Marketing and promotion expense increased by 22% ($22,794) from $102,280 for the quarter ended March 31, 2015 to $125,074 for the quarter ended March 31, 2016. This expense increased by 60% ($46,850) from the previous quarter (December 31, 2015 - $78,224). The increase from prior year and period was due to the increase in conferences and sponsorship expenses in the current period.

(iv) Technology Development

Technology development expense for the three months ended March 31, 2016 was $27,266, which increased by 2% ($545) over the same period in the prior year (March 31, 2015 - $26,721) and increased by 217% ($50,521) from the previous quarter (December 31, 2015 - recovery of $23,255). The increase from prior year was mainly due to the reclassification of certain expenses from general and administrative expenses and offset by an increase in accrual for investment tax credits. The increase from prior period was due to adjustments made to investment tax credits received in the prior period.

Net Loss and Comprehensive Loss

The Company incurred a net loss of $348,104 in the current period, representing a 14% ($56,925) decrease from the same period in the prior year (March 31, 2015 - $405,029). The current period net loss represents a 205% ($680,090) increase from the previous quarter (December 31, 2015 - net income of $331,986). The reasons for the changes from prior year and prior period are consistent with those of the adjusted EBITDA and adjusted normalized EBITDA discussed above.

Outlook

Consolidated sales grew by 8% over Q1 2015, with advertising sales growing by 16% over the same period. The sales decline over the prior quarter reflects the seasonal decline off the historically strongest quarter in all areas of the business.

Total costs for the quarter, at $1.6M, are $131k lower than Q1 2015, which was the result of containing overhead costs and bringing third party production services in house at a lower net cost. Total costs for the quarter, as a percentage of sales, declined to 118%, from 137% in 2015, reflecting a more efficient organization. Total costs increased by $291k over the prior quarter of which $206k comprised of non-cash items.

Business development continues to be robust, with 27 new accounts signed year to date. There are several significant, signed customers who will start to utilize YANGAROO for the first time in Q2 2016 when the Company has 100% of the required North American footprint in place. Existing clients have also committed to increase their business with YANGAROO by the end of Q2 2016.

As at May 22, 2016, the Company had cash and cash equivalents balance of $197,986 and working capital of $902,780.

The Company will continue to invest funds in building its business to achieve key market and growth targets. Currently, the Company's operations are not yet generating positive cash flow. The Company may have to raise additional capital or further utilize its debt facility to fund operations until such point that revenues from its technology platform are able to fund operations. See Going Concern.

Share Capital

The following securities were outstanding as at May 26, 2016:

Common shares	56,188,448
Warrants	10,250,591
Stock options - Non vested	579,750
Stock options - Vested	4,098,548

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements, other than as disclosed in the financial statements.

Future Accounting Standards

Certain new standards, interpretations, amendments and improvements to existing standards issued by the IASB or IFRS Interpretations Committee ("IFRIC") that are applicable for accounting periods beginning after December 31, 2015, are as follows:

- IFRS 9 *Financial Instruments* was issued in final form in July 2014 by the IASB and will replace IAS 39 *Financial* Instruments*: Recognition and Measurement*. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 also includes requirements relating to a new hedge accounting model, which represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements. The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

- In May 2014, IASB issued IFRS 15 Revenue from Contracts with Customers. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. The new standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. IFRS 15 supersedes the following standards: IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC-31 Revenue—Barter Transactions Involving Advertising Services.
- Effective for annual periods beginning on or after January 1, 2019, IFRS 16 Leases was issued by the IASB in January 2016 and will replace IAS 17 Leases. IFRS 16 introduces a single accounting model for lessees and for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee will be required to recognize a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments. The accounting treatment for lessors will remain largely the same as under IAS 17. Earlier application is permitted only if the Company early adopts IFRS 15.

The Company is currently evaluating the impact of the above mentioned standards on financial statements.

Critical Accounting Policies and Estimates

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements include the following: share-based payments, revenue recognition, investment tax credits and functional currency.

Going Concern

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. For the three months ended March 31, 2016, the Company reported a net loss of $348,104 (2015 - $405,029) and used net cash in operating activities of $221,340 (2015 - $422,954). The Company's ability to continue as a going concern is dependent upon its ability to develop and maintain profitable operations or to obtain additional financing. However, there is no assurance that the outcome of these matters will be successful and, as a result, there are material uncertainties that cause significant doubt regarding the going concern assumption. To date, the Company has been successful raising capital and additional financing.

The financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the financial statements. Such adjustments could be material.

Internal Controls

Disclosure controls and procedures within the Company have been designed to provide reasonable assurance that all relevant information is identified to its management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow required disclosures to be made in a timely fashion.

Internal controls over financial reporting have been designed by management, under the supervision of and with the participation of the Company's CEO and CFO, to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Risk Management

The Company is exposed to a variety of risks, including, but not limited to the risks set out below. The Company considers these risks the most significant to potential investors, but not all of the risks associated with an investment in securities of YANGAROO Inc.

1. Financial Risk Management

- Market risk
- Currency risk
- Interest rate risk
- Credit risk
- Liquidity risk
- Fair value

2. Operational Risks

- Seasonality of advertising revenue
- Dependent on the internet as a medium for business and communication
- The lack of a defined market for the Company's product
- Online commerce security
- The ability to generate revenue and control operating costs
- Lack of profitability
- Contingencies
- Impact of human error

3. Non-Financial Risks

- Heavily relying on upper management

- Management of growth
- Competition risks
- Availability and dependence on management and outside advisors
- Price and volatility of public stock
- Global financial conditions

Other Information

Additional information relating to the Company is available under the Company's profile on SEDAR at www.sedar.com.

On behalf of the Board of Directors

Gary Moss
Director, President and Chief Executive Officer

CORPORATE INFORMATION

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Board of Directors

Anthony Miller	*Chair, Member of Audit Committee & Compensation Committee (Chairman)*
Clifford G. Hunt	*Vice-Chairman, Chief Operating Officer & Secretary*
Gary Moss	*Chief Executive Officer & President*
Howard Atkinson	*Member of Audit Committee (Chairman) & Compensation Committee*
Gerry Hurlow	*Member of Audit Committee & Compensation Committee*
Phil Benson	*Member of Compensation Committee*

Officers

Gary Moss	*Chief Executive Officer & President*
Clifford G. Hunt	*Vice-Chairman, Chief Operating Officer & Secretary*
Michael Galloro	*Chief Financial Officer*
Richard Klosa	*Chief Technology Officer*

Stock Exchange Listing

TSX Venture Exchange	*Stock Symbol – YOO*
OTCBB	*Stock Symbol – YOOIF*

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