



**YANGAROO Inc.**  
**For the three months ended March 31, 2017**  
**Management Discussion and Analysis**

**Introduction**

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

This Management 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, 2016.

**Use of Non-IFRS Financial Measures**

The following non-IFRS definitions are used in this MD&A because management believes that they provide useful information regarding the Company’s ongoing operations. Readers are cautioned that the definitions are not recognized measures under IFRS, do not have standardized meanings 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 these measures may differ from the methods used by other entities and accordingly, these measures may not be comparable to similarly titled measures used by other entities or in other jurisdictions.

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. 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.

Gross margin as defined by the Company means total revenues less total variable costs, excluding fixed costs. Gross margin is derived from the statements of comprehensive income (loss), and can be computed as total revenues, including advertising, music audio & video and awards management revenue streams, less total variable costs, including commission costs related to sales personnel, any royalty payments, and production and offline delivery costs related to its advertising production activities. The Company does not incur fixed costs as it sells technology services, not tangible goods, thus the calculation of gross margin excludes fixed costs.

The Company believes EBITDA and gross margin are useful measures because they provide 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 25, 2017. 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 25, 2017. 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 10, 2017, the Company announced the signing of a multi-year extension with the Academy of Country Music (ACM). As part of the extension, Academy members will continue to review as well as vote on nominees through the online YANGAROO Awards solution. YANGAROO Awards, which is powered by the Company's patented DMDS platform, streamlines every aspect of award-show management, from nominations to auditing.

On January 12, 2017, the Company announced a grant of stock options (the "Options") in accordance with the terms and conditions of the Company's Stock Option Plan, most recently approved at the Company's Annual Special and General Meeting of the shareholders, held on July 13, 2016, to certain officers, directors, employees and consultants of the Company, to purchase an aggregate of 1,280,000 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 \$0.10 per share. 10% of the Options vest 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 30, 2017, the Company announced a multi-year agreement with Tony Awards Productions (TAP) to provide the YANGAROO Awards state of the art digital platform to determine nominees and winners for the Tony Awards beginning in 2017. The Tony Awards are presented by The Broadway League and the American Theatre Wing.

On February 24, 2017, the Company completed a non-brokered debenture offering (the "Offering") of secured, non-convertible debentures (the "Debentures") for aggregate gross proceeds of \$500,000 (the "Principal Amount"). The net proceeds of the Offering was used to repay the loan to Espresso with the balance used for working capital. The Debentures mature three years from the closing (the "Closing Date") of the Offering (the "Maturity Date") but the Company is entitled to repay the Principal Amount and all accrued interest in full, without penalty, at any time following the two year anniversary of the Closing Date ("Early Repayment"), subject to the mutual approval of the Company and the holders of the Debentures. The Debentures bear interest at a rate of 10% per annum, which accrue and become due on the Maturity Date, subject to Early Repayment.

The subscribers to the Offering (the "Lenders") consisted of three corporations, one of which is owned and/or controlled by a director of the Company, being Meteor Capital Inc. As a director of the Company had participated in the Offering, indirectly, this Offering constituted a related party transaction under Multilateral Instrument 61-101 ("MI 61-101") and TSX Venture Exchange Policy 5.9. The Company relied on exemptions from the formal valuation and minority approval requirements of MI 61-101, based on a determination that the securities of the Company were listed on the TSX Venture Exchange only and that the fair market value of the Offering, insofar as it involved interested parties, did not exceed 25% of the market capitalization of the Company at the time the Offering was initially announced. The Company did not file a material change report 21 days prior to the closing of the Offering as the Offering had not yet been offered at such time. No new insiders were created, nor has there been any change of control, as a result of the Offering.

The other two Lenders were Belweather Capital Partners Inc. and STS The Systems Installers, neither of which are insiders of the Company.

The Company also issued to the Lenders one share purchase warrant (each the "Bonus Warrant", collectively the "Bonus Warrants") for each dollar of the Principal Amount to purchase one common share of the Company at an exercise price of \$0.15 per share for a period of three years from the Closing Date. The securities issued pursuant to the Offering are subject to a 4-month hold period. Neither the Debentures nor the Bonus Warrants are listed on any stock exchange. The Debentures are secured against all personal property of the Company.

On May 1, 2017, the Company announced that it has named Grant Schuettrumpf as President of its Advertising Division. In this role, he is responsible for the overall strategy and growth of this Division, including strategic partnerships, increasing market share and product development for YANGAROO Advertising. Schuettrumpf will be based in New York, and reports directly to the CEO.

Pursuant to Mr. Schuetrumpf's employment agreement, YANGAROO has granted 500,000 stock options (the "Options") to him in accordance with the terms of its stock option plan. The Options are exercisable for a period of five years from the date of grant at a price of \$0.14 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.

## 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:

	<b>Q1 2017</b>	<b>Q4 2016</b>	<b>Q3 2016</b>	<b>Q2 2016</b>
Working capital	\$ 1,768,336	\$ 1,207,905	\$ 1,047,966	\$ 610,202
Sales	\$ 1,740,066	\$ 1,569,355	\$ 1,262,709	\$ 1,157,618
Expenses	\$ 1,707,217	\$ 1,429,368	\$ 1,491,425	\$ 1,555,718
Income (loss) for the period	\$ 32,849	\$ 139,987	\$ (228,716)	\$ (398,100)
Reconciling items:				
Interest income	\$ -	\$ (132)	\$ (359)	\$ -
Interest expense	\$ 13,757	\$ 11,606	\$ 11,958	\$ 9,673
Depreciation of property and equipment	\$ 27,247	\$ 28,450	\$ 30,854	\$ 32,488
Income tax expense	\$ 336	\$ 1,483	\$ 4,130	\$ 661
<b>EBITDA (loss)</b>	\$ 74,189	\$ 181,394	\$ (182,133)	\$ (355,278)
Income (loss) per share - basic	\$ 0.00	\$ 0.00	\$ (0.00)	\$ (0.01)
Income (loss) per share - diluted	\$ 0.00	\$ 0.00	\$ (0.00)	\$ (0.01)

	<b>Q1 2016</b>	<b>Q4 2015</b>	<b>Q3 2015</b>	<b>Q2 2015</b>
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	\$ 1,278,129	\$ 1,578,466	\$ 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
Income tax expense	\$ -	\$ 2,963	\$ 12,451	\$ -
<b>EBITDA (loss)</b>	\$ (307,167)	\$ 373,229	\$ (147,009)	\$ (499,959)
Income (loss) per share - basic	\$ (0.01)	\$ 0.01	\$ (0.00)	\$ (0.01)
Income (loss) per share - diluted	\$ (0.01)	\$ 0.01	\$ (0.00)	\$ (0.01)

## EBITDA

In the quarter ended March 31, 2017, the Company's EBITDA was \$74,189, which increased by \$381,356 (124%) year over year and decreased by \$107,205 (59%) compared to the quarter ended December 31, 2016. The increase in EBITDA from prior year was mainly due to an increase in total revenues, particularly in the Advertising Division. The decrease in EBITDA from prior period was due to a decrease in Entertainment Division revenue as a result of seasonality in the Awards Management platform, and an increase in salaries and consulting expenses as a result of non-cash accruals in the current quarter and the reversal of accruals in the prior period.

## Normalized EBITDA

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

	<b>Q1 2017</b>	<b>Q4 2016</b>	<b>Q3 2016</b>	<b>Q2 2016</b>
EBITDA (loss)	\$ 74,189	\$ 181,394	\$ (182,133)	\$ (355,278)
Reconciling items:				
Stock option expenses	\$ 26,850	\$ 3,623	\$ 18,659	\$ 14,537
Foreign exchange loss (gain)	\$ 19,474	\$ (24,924)	\$ (15,479)	\$ 14,261
Adjustment on accrued royalty	\$ -	\$ -	\$ -	\$ -
<b>Normalized EBITDA (loss)</b>	<b>\$ 120,513</b>	<b>\$ 160,093</b>	<b>\$ (178,953)</b>	<b>\$ (326,480)</b>

	<b>Q1 2016</b>	<b>Q4 2015</b>	<b>Q3 2015</b>	<b>Q2 2015</b>
EBITDA (loss)	\$ (307,167)	\$ 373,229	\$ (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)	\$ -	\$ -
<b>Normalized EBITDA (loss)</b>	<b>\$ (202,372)</b>	<b>\$ 234,038</b>	<b>\$ (166,229)</b>	<b>\$ (400,445)</b>

In the quarter ended March 31, 2017, the Company's normalized EBITDA increased by 160% (\$322,885) year over year and decreased by 25% (\$39,580) compared to the quarter ended December 31, 2016. The reasons for the changes from prior year and prior period are consistent with those of the EBITDA discussed above, excluding the impact of the foreign exchange loss and stock option expenses.

## Revenue

Total revenue was \$1,740,066 which increased by 29% (\$392,917) over the same period in 2016 (March 31, 2016 - \$1,347,149) and increased by 11% (\$170,711) from the previous quarter (December 31, 2016 - \$1,569,355).

	Q1 2017	Q1 2016	\$ Change	% Change
Advertising Division	\$ 1,024,794	\$ 644,406	\$ 380,388	59%
Entertainment Division	\$ 715,272	\$ 702,743	\$ 12,529	2%
<b>Total Revenue</b>	<b>\$ 1,740,066</b>	<b>\$ 1,347,149</b>	<b>\$ 392,917</b>	<b>29%</b>

### (i) Advertising

YANGAROO earned advertising revenue of \$1,024,794 in the quarter, which marked a 59% (\$380,388) increase over the same period in 2016 (March 31, 2016 - \$644,406) and a 27% (\$217,754) increase in revenue from the previous quarter (December 31, 2016 - \$807,040). The increase from both prior period and prior year was due to the continuous growth with new customers and increased sales volumes with existing customers.

### (ii) Entertainment

Entertainment Division revenues were \$715,272 for the quarter, which increased by 2% (\$12,529) over the same period in 2016 (March 31, 2016 - \$702,743) and decreased by 6% (\$47,043) over those in the previous quarter (December 31, 2016 - \$762,315). The change in revenues from prior period and prior year 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

	<b>Q1 2017</b>	<b>Q1 2016</b>	<b>\$ Change</b>	<b>% Change</b>
Total variable costs	\$ 106,065	\$ 81,127	\$ 24,938	31%
Total fixed costs:				
Salaries and consulting	\$ 1,233,911	\$ 1,146,393	\$ 87,518	8%
Marketing and promotion	\$ 79,821	\$ 125,074	\$ (45,253)	(36)%
General and administrative	\$ 197,307	\$ 183,983	\$ 13,324	7%
Technology development	\$ 29,299	\$ 27,266	\$ 2,033	7%
Depreciation of property and equipment	\$ 27,247	\$ 33,859	\$ (6,612)	(20)%
Total fixed costs	\$ 1,567,585	\$ 1,516,575	\$ 51,010	3%
<b>Total operating expenses</b>	<b>\$ 1,673,650</b>	<b>\$ 1,597,702</b>	<b>\$ 75,948</b>	<b>5%</b>

### Variable Costs

Total variable costs for the three months ended March 31, 2017 was \$106,065. This balance marked a 31% (\$24,938) increase over the same period in the prior year (March 31, 2016 - \$81,127) and a 1% (\$604) increase from the previous quarter (December 31, 2016 - \$105,461). Total variable costs consist of commission, royalty and production and offline delivery expenses. The increase from prior year and prior period was due to an increase in commission expense as a result of higher advertising revenue in the current quarter.

### Fixed Costs

Total fixed costs for the three months ended March 31, 2017 was \$1,567,585, which increased by 3% (\$51,010) over the same period in fiscal 2016 (March 31, 2016 - \$1,516,575) and increased by 17% (\$231,711) from the previous quarter (December 31, 2016 - \$1,335,874).

#### (i) Salaries and Consulting

Salaries and consulting expense for the three months ended March 31, 2017 was \$1,233,911. This balance marked an 8% (\$87,518) increase over the same period in the prior year (March 31, 2016 - \$1,146,393) and a 16% (\$170,065) increase from the previous quarter (December 31, 2016 - \$1,063,846). The increase from prior year was mainly due to a higher headcount of customer and technical support staff and an increase in bonus accruals in the current period. The increase from prior period was the result of increased services from consultants and contract developers and an increase in bonus accruals in the current period. The prior period expense was also reduced by a one-time reversal of bonus accrual.



(ii) Marketing and Promotion

Marketing and promotion expense decreased by 36% (\$45,253) from \$125,074 for the quarter ended March 31, 2016 to \$79,821 for the quarter ended March 31, 2017. This expense increased by 35% (\$20,803) from the previous quarter (December 31, 2016 - \$59,018). The decrease from prior year was mainly due to the termination of services from a public relations firm in Q3 2016. The increase from prior period was due to an increase in award show related sponsorships and conference costs in the current period.

(iii) General and Administrative

General and administrative expense for the three months ended March 31, 2017 was \$197,307, which increased by 7% (\$13,324) over the same period in the prior year (March 31, 2016 - \$183,983) and increased by 8% (\$15,068) from the previous quarter (December 31, 2016 - \$182,239). The increase from prior year and prior period was mainly due to the increase in bad debts expense recorded in the current period, as a result of an adjustment to allowance of doubtful accounts proposed by auditors during the prior year audit.

(iv) Technology Development

For the three months ended March 31, 2017, technology development expense was \$29,299. This expense increased by 7% (\$2,033) over the same period in the prior year (March 31, 2016 - 27,266), and increased by 1,162% (\$26,978) from the previous quarter (December 31, 2016 - \$2,321). The increase from prior year was mainly due to an increase in software license costs as a result of business growth. This was offset by an increase in investment tax credits accrued in the current period. The increase from prior period was the result of a one-time reversal of accrued licensing fees in the prior period and increased software licence costs in the current period.

*Gross Margin*

Gross margin was \$1,634,001 for the three months ended March 31, 2017, which increased by 29% (367,979) over the same period in 2016 (March 31, 2016 - \$1,266,022) and increased by 12% (\$170,107) from the previous quarter (December 31, 2016 - \$1,463,894).

	<b>Q1 2017</b>	<b>Q1 2016</b>	<b>\$ Change</b>	<b>% Change</b>
Total revenues	\$ 1,740,066	\$ 1,347,149	\$ 392,917	29%
Total variable costs	\$ 106,065	\$ 81,127	\$ 24,938	31%
<b>Gross margin</b>	<b>\$ 1,634,001</b>	<b>\$ 1,266,022</b>	<b>\$ 367,979</b>	<b>29%</b>

## *Net Income (Loss) and Comprehensive Income (Loss)*

The Company incurred a net income of \$32,849 in the current period, representing a 109% (\$380,953) increase from the same period in the prior year (March 31, 2016 - net loss of \$348,104). The current period net income represents a 77% (\$107,138) decrease from the previous quarter (December 31, 2016 - \$139,987). The reasons for the changes from prior year and prior period are consistent with those of the EBITDA and normalized EBITDA discussed above.

## **Outlook**

Consolidated sales for the quarter of \$1.74M is a record for YANGAROO, led by record sales in excess of \$1M in the Advertising Division. As previously disclosed, the growth resulted from the additions of several significant new clients in the quarter and increased revenue from the existing client base.

“The results in the first quarter of 2017 have resulted in several new high water marks for YANGAROO” said Gary Moss, President and CEO of YANGAROO. “Record consolidated and advertising revenue resulted in the second consecutive EBITDA positive quarter, the first time this has been accomplished. This growth has also enabled us to attract a top industry talent, Grant Schuettrumpft who assumes the role of President, Advertising and positions YANGAROO well for the future”.

The Company continues to monitor costs closely, with cash costs substantially consistent quarter to quarter.

As at May 23, 2017, the Company had a cash balance of \$719,716 and working capital of \$1,718,888.

The Company will continue to invest funds in building its business to achieve key market and growth targets. The Company has identified a goal of 10% market share of the North American advertising distribution market. Currently, the Company’s operations are not yet generating positive cash flow. The Company may have to raise additional capital 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 25, 2017:

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Common shares	61,208,140
Warrants	3,009,845
Stock options - Non vested	1,680,000
Stock options - Vested	4,193,774

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## **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 March 31, 2017, 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 its 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, 2017, the Company reported a net income of \$32,849 (2016 - net loss of \$348,104) and used net cash in operating activities of \$6,121 (2016 - \$221,340). 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](http://www.sedar.com).

On behalf of the Board of Directors

Gary Moss  
Director, President and Chief Executive Officer

## CORPORATE INFORMATION

### Address

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### Board of Directors

Anthony Miller	<i>Chair, Member of Audit Committee &amp; Compensation Committee (Chairman)</i>
Gary Moss	<i>Chief Executive Officer &amp; President</i>
Howard Atkinson	<i>Member of Audit Committee (Chairman) &amp; Compensation Committee</i>
Gerry Hurlow	<i>Member of Audit Committee &amp; Compensation Committee</i>
Phil Benson	<i>Member of Compensation Committee</i>

### Officers

Gary Moss	<i>Chief Executive Officer &amp; President</i>
Clifford G. Hunt	<i>Chief Operating Officer &amp; Secretary</i>
Michael Galloro	<i>Chief Financial Officer</i>
Richard Klosa	<i>Chief Technology Officer</i>
Grant Schuettrumpf	<i>President, Advertising</i>

### Stock Exchange Listing

TSX Venture Exchange	<i>Stock Symbol – YOO</i>
OTCBB	<i>Stock Symbol – YOOIF</i>

### Registrar and Transfer Agent

Computershare  
100 University Ave., 8<sup>th</sup> Floor  
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### Auditors

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### Legal Counsel

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