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Tel: 416-534-0607 Fax: 416-534-9427
www.yangaroo.com

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders (the "**Meeting**") of YANGAROO Inc. (the "**Corporation**") will be held at Carpet Factory Building, 67 Mowat Avenue, Suite 101, Toronto, Ontario, M6K 3E3 on June 27, 2018 commencing at 4:30 PM (EST) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the year ended December 31, 2017, together with the report of the auditors thereon;
2. to elect four directors;
3. to appoint RSM Canada LLP as auditors of the Corporation and to authorize the directors to fix the auditor's remuneration; and
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Information Circular (the "**Circular**), which accompanies this Notice or can be obtained as described below, contains details of the matters to be dealt with at the Meeting. A form of proxy accompanies this Notice. Shareholders are referred to the Circular for more detailed information with respect to matters to be considered at the Meeting and for the full text of the resolutions.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 ("**Notice-and-Access Provisions**") for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to the Shareholders by allowing the Corporation to post the Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Circular. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the information circular to some shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The applicable Meeting Materials can be viewed online under the Corporation's profile at www.sedar.com or at the Corporation's website at: **http://yangaroo.com/investors/financial-reports/**

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Requests for paper copies must be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the applicable Meeting Materials in advance of the proxy deposit date and Meeting.

Shareholders who wish to receive paper copies of the applicable Meeting Materials may request copies from the Corporation by calling toll free at 1-855-534-0607. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting.

The Corporation has determined that those shareholders with existing instructions on their account to receive a paper copy of the Corporation's meeting materials will receive paper copies of the applicable Meeting Materials with this notification. Shareholders may revoke their existing instructions by contacting the service provider who services their account. Shareholders may request paper copies of the applicable Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

Shareholders with questions about notice and access can contact Computershare Trust Company of Canada by toll free telephone at 1-800-564-6253.

Registered shareholders who cannot attend the Meeting can submit their proxies (a) by delivering the completed proxy using the pre-addressed envelope provided for this purpose; (b) or by hand delivery at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (c) over the internet by going to www.investorvote.com and following the instructions provided; or (c) by telephone, by calling 1-866-732-VOTE (8683) (toll free within North America) or 312-588-4290 (International) prior to 4:30 p.m. (EST) on Monday, June 25th, 2018 or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned meeting.

DATED at Toronto, Ontario, this 10th day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Anthony Miller"
Chairman of the Board of Directors

YANGAROO INC.

Management Information Circular

SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation by the management of YANGAROO Inc. (the "Corporation") of proxies for use at the annual and special meeting of shareholders of the Corporation (the "Meeting") to be held at Carpet Factory Building, 67 Mowat Avenue, Suite 101, Toronto, Ontario, M6K 3E3 on June 27, 2018 commencing at 4:30 PM (EST), and at any adjournment thereof, for the purposes set forth in the Notice of Meeting (the "Notice"). The solicitation will be primarily by mail, but directors, officers, employees or representatives of the Corporation may also solicit proxies personally or by telephone. All costs of solicitation will be borne by the Corporation. The information contained herein is given as at May 10th, 2018, unless otherwise indicated.

All dollar amounts in this Circular are in Canadian dollars, except where otherwise indicated.

APPOINTMENT OF PROXIES

The persons named in the enclosed form of proxy are officers of the Corporation. ***Each shareholder has the right to appoint a person other than the persons named in the enclosed form of proxy, who need not be a shareholder of the Corporation, to represent such shareholder at the Meeting or any adjournment thereof***. Such right may be exercised by inserting such person's name in the blank space provided in the form of proxy and striking out the other names or by completing another proper form of proxy.

VOTING INSTRUCTIONS

Registered Shareholders

There are two methods by which registered shareholders ("**Registered Shareholders**"), whose names are shown on the books or records of the Corporation as owning common shares ("**Common Shares**"), can vote their Common Shares at the Meeting: in person at the Meeting or by proxy. Should a Registered Shareholder wish to vote in person at the Meeting, he or she may still complete and return the form of proxy included with the Circular; and if required, the Registered Shareholder can revoke his or her proxy at the Meeting and instead vote in person. Should the Registered Shareholder not wish to attend the Meeting or not wish to vote in person, his or her vote should be voted by proxy through one of the methods described below and the Common Shares represented by the proxy will be voted or withheld from voting, in accordance with the instructions as indicated in the form of proxy, on any ballot that may be called for, and if a choice was specified with respect to any matter to be acted upon, the Common Shares will be voted accordingly. Please note that an individual voting on behalf of a corporation who is a Registered Shareholder must present certain documents at the Meeting, including a corporate signing resolution.

Registered shareholders can submit their proxies (a) by delivering the completed proxy using the pre-addressed envelope provided for this purpose; (b) by hand delivery at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; (c) over the internet by going to www.investorvote.com and following the instructions provided; or (d) by telephone, by calling 1-866-732-VOTE (8683) (toll free within North America) or 312-588-4290 (International) by no later than the close 4:30pm EST on Monday, June 25th, 2018, or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned meeting.

Non-Registered Shareholders

In the Circular and the enclosed form of proxy and Notice, all references to shareholders are to Registered Shareholders of Common Shares. Only Registered Shareholders of Common Shares, or the persons they appoint as their proxies, are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a "**Non-Registered Shareholder**" or "**Beneficial Owner**") are registered either:

- in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

There are two kinds of Beneficial Owners, those who object to their name being made known to the Corporation, referred to as objecting beneficial owners ("**OBOs**"), and those who do not object to being known by the Corporation, referred to as non-objecting beneficial owners ("**NOBOs**"). In accordance with the requirements as set out in National Instrument 54-101 Communications with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators ("NI 54-101"), the Corporation has distributed copies (utilizing the Notice-and-Access Provisions) of the Notice of Meeting, this Circular, the form of proxy and the supplemental mailing list return card (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to NOBOs and OBOs, via Broadridge Canada in Canada and Broadridge US in the United States.

*Non-Objecting Beneficial Owners ("**NOBOs**")*

Under NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries through their transfer agent, namely Computershare Trust Company of Canada ("**Computershare**") in this case. We may use this NOBO list for the distribution of Meeting Materials (not through Broadridge) to NOBOs. We have decided not to take advantage of the provisions of NI 54-101 that permit us to directly deliver the Meeting Materials to our NOBOs. As a result, NOBOs can expect to receive a scannable VIF from Broadridge. These VIFs are to be completed and returned to Broadridge in the envelope provided for that purpose. In addition, Broadridge provides for both telephone voting and internet voting as described in the VIF, which contains complete instructions. Broadridge will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions to Computershare prior to the Meeting with respect to the shares represented by the VIFs it receives.

*Objecting Beneficial Owners ("**OBOs**")*

Intermediaries are required to forward Meeting Materials to OBOs unless an OBO has waived the right to receive them. Generally, OBOs who have not waived the right to receive Meeting Materials will either:

(a) be given a proxy who has already been signed by the Intermediary (typically by a facsimile, stamped signature) and is restricted as to the number of Common Shares beneficially owned by the OBO but which is otherwise not completed. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent, by mail addressed to Computershare, Attention: Proxy Department, 100 University Ave., 8^{th} Floor, Toronto, ON M5J 2YI, as applicable, or with the Chairman of the Corporation; or

(b) is given a voting instruction form ("**VIF**") which must be completed and signed by the OBO in accordance with the directions on the VIF (which may in some cases permit the completion of VIF by telephone, internet or facsimile).

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder may simply clearly print the name of the person to attend the Meeting in the space provided for this purpose on the proxy.

REVOCATION OF PROXIES

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy and may do so (1) by delivering another properly executed proxy bearing a later date and depositing it as aforesaid, including within the prescribed time limits noted above; (2) by depositing an instrument in writing revoking the proxy executed by the shareholder or by the shareholder's attorney authorized in writing (i) at the registered office of the Corporation, 67 Mowat Avenue, Suite 535, Toronto, ON M6K 3E3 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (ii) with the Chairman of the Meeting, prior to its commencement, on the day of the Meeting or any adjournment thereof; (3) by attending the Meeting in person and so requesting; or (4) in any other manner permitted by law. A Non-Registered Holder may revoke a proxy or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a proxy or of a waiver of the right to receive Meeting Materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

VOTING AND DISCRETION OF PROXIES

On any ballot that may be called for, the Common Shares represented by proxies in favour of the persons named by management of the Corporation will be voted for or against, or voted for or withheld from voting on, the matters identified in the proxy, in each case in accordance with the instructions of the shareholder. **In the absence of any instructions on the proxy, it is the intention of the persons named by management in the accompanying form of proxy to vote (a) FOR the election of each of management's nominees as directors; (b) FOR the appointment of management's nominee as auditor and the authorization of the directors to fix the remuneration of the auditor;; and (c) in accordance with management's recommendations with respect to amendments or variations of the matters set out in the Notice or any other matters which may properly come before the Meeting. The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations of the matters identified in the Notice or any other matters that may properly come before the Meeting.** As at the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters that may properly come before the Meeting other than the matters referred to in the Notice.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

As at May 10th, 2018 the authorized capital of the Corporation consisted of an unlimited number of Common Shares, of which 61,288,140 Common Shares were issued and outstanding.

A holder of record of Common Shares as at the close of business on May 18, 2018 (the "**Record Date**") is entitled to one vote for each Common Share held by him or her. The affirmative vote of a majority of the votes cast at the Meeting is required for approval of each matter set forth in this Circular.

In accordance with the *Business Corporations Act* (Ontario), the Corporation will prepare a list of holders of Common Shares on the Record Date. Each holder of Common Shares named in the list will be entitled to vote the Common Shares shown opposite his or her name on the list at the Meeting.

As at May 10th, 2018, to the knowledge of the directors and senior officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the Common Shares other than Ingalls and Snyder LLC which holds 10,214,830 shares as agent on behalf of its clients, one such client, being Shepard Boone, holding 10% or greater of the Common Shares individually or in concert with third parties, and CDS

& Co. which holds 41,822,200. CDS & Co. is a holding company for shares held in brokerage accounts for Non-Registered Holders. The Corporation's management does not know who beneficially owns these shares.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Introduction

The Board believes that effective corporate governance contributes to improved corporate performance and enhanced shareholder value. The Board has reviewed the corporate governance best practices identified in National Policy 58-201 - *Corporate Governance Guidelines* and National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (collectively, the "CSA Guidelines"). The Board is committed to ensuring that the Corporation follows best practices and is in the process of developing such practices. The Corporation's specific disclosure relative to these guidelines is set below.

Board of Directors

The responsibility of the Board is to supervise the management of the business and affairs of the Corporation in accordance with the best interests of the Corporation and all of its shareholders. In discharging its responsibility, the Board reviews the performance of the President and CEO, the CFO, the CTO, the President, Advertising, and the Senior Vice President, Entertainment and oversees and reviews the development and implementation of the following significant corporate plans and initiatives:

- the Corporation's strategic planning and budgeting process;
- succession planning, including appointing, training and monitoring senior management; and
- the Corporation's public communications policies and continuous disclosure record.

The Board meets at least four times a year and more frequently if required. In 2017, the Board met 4 times. In addition, the Board took numerous actions by written resolution.

Board Composition

The Board was composed of five directors for the duration of 2017. All directors are elected annually. The Corporation's directors for the duration of 2017 included Howard Atkinson, Gary Moss, Gerald Hurlow, Philip Benson and Anthony Miller.

Messrs. Hurlow, Atkinson, Benson, and Miller were independent directors as contemplated by the CSA Guidelines (i.e. each is independent of management and free from any interest in and any business or other relationship with the Corporation which could reasonably be expected to interfere with the exercise of the director's judgment). In determining whether a director is independent, the Board considers the specific circumstances of a director and the nature, as well as materiality, of any relationship between the director and the Corporation.

Board Committees

There are two permanent Board committees: (i) the audit committee ("**Audit Committee**"); and (ii) the compensation committee ("**Compensation Committee**"). The Board may also appoint other temporary or permanent committees from time to time for particular purposes.

Currently, the Board does not have a corporate governance committee or nominating committee. The Board as a whole evaluates corporate governance requirements, the conduct of the Board and the respective roles of the committees; and identifies and recommends for nomination candidates for election as directors. The Board looks at the education and experience of potential nominees to the Board.

The following sets out the report of the Audit Committee as well as a summary of the responsibilities and activities of the other Board committees.

Audit Committee Report

Throughout 2017, Messrs. Hurlow, Atkinson, and Miller were members of the Audit Committee, of which Mr. Atkinson was Chairman. They were all independent throughout 2017 for purposes of the Audit Committee. Each of the members of the Audit Committee is financially literate as defined in Multilateral Instrument 52-110. During the year ended December 31, 2017, the Audit Committee met 4 times. The Corporation as a venture issuer has relied on the exemptions in Section 6.1 of National Instrument 52-110 ("NI 52-110") exempting the Corporation from the requirements in Part 5 (Reporting Obligations) of NI 52-110. The 2015 amendment to NI 52-110 included the addition of Section 6.1.1, whereby a venture issuer must have a minimum of three (3) members on the Audit Committee as of January 1, 2016, with a majority being independent. As the Corporation is subject to the policies of the TSX Venture Exchange, which included a like requirement, the Corporation had already had the requisite number of audit committee members in place.

A copy of the charter of the Audit Committee is attached to this Circular as Schedule "A" and is also available electronically at www.sedar.com. The Audit Committee assists the Board in carrying out its responsibilities relating to corporate accounting and financial reporting practices. The duties and responsibilities of the Committee include the following:

- reviewing for recommendation to the Board for its approval the principal documents comprising the Corporation's continuous disclosure record, including interim and annual financial statements and management's discussion and analysis;
- recommending to the Board a firm of independent auditors for appointment by the shareholders and reporting to the Board on the fees and expenses of such auditors. The Committee has the authority and responsibility to select, evaluate and if necessary replace the independent auditor. The Committee has the authority to approve all audit engagement fees and terms and the Committee, or a member of the Committee, must review and pre-approve any non-audit services provided to the Corporation by the Corporation's independent auditor and consider the impact on the independence of the auditor;
- reviewing periodic reports from the CFO;
- discussing with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response; and
- establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

The Committee maintains direct communication during the year with the Corporation's independent auditor and the Corporation's senior officers responsible for accounting and financial matters. The Audit Committee has reviewed and discussed with management and the independent auditors the financial statements of the Corporation as at December 31, 2017 and management's discussion and analysis. Based on that review and on the report of the independent auditor of the Corporation, the Audit Committee recommended to the Board that the Corporation's financial statements and management's discussion and analysis be approved and filed with Canadian regulatory authorities.

The Audit Committee has recommended to the Board that the shareholders of the Corporation be requested to appoint RSM Canada LLP, Chartered Accountants, as the independent auditor for 2018. Collins Barrow Toronto LLP, the independent auditor for the Corporation appointed at the Annual General and Special Meeting of the Shareholders held on June 28, 2017, was acquired by RSM Canada LLP or an affiliate in the year ended December 31, 2017.

For the years ended December 31, 2017 and 2016, the fees accrued or paid by the Corporation for audit work and other services performed by RSM Canada LLP (formerly Collins Barrow Toronto LLP) were as follows:

	2017	**2016**
Audit services	$33,800	$33,800
Audit-related services	$6,656	$6,134
Tax services	$15,980	$26,380
Other services	$1,761	$700
	$58,197	$67,014

<u>Audit service fees</u>

Audit service fees were paid for professional services rendered by the auditors for audit of the financial statements including the services provided in connection with statutory and regulatory filings.

<u>Audit-related services fees</u>

The audit-related services provided were for assistance with preparation of unaudited quarterly financial statements.

<u>Tax service fees</u>

The tax services provided were for preparation of Canadian and US corporate tax returns.

<u>Other service fees</u>

The other services provided were for other miscellaneous matters.

Pursuant to the Audit Committee charter, the Audit Committee approved in advance all auditing services of the external auditors and related fees and terms and all non-audit service mandates including related fees and terms, to the extent permitted by applicable laws, regulations and policies. The Audit Committee may delegate to one or more members of the Audit Committee the authority to pre-approve non-audit services to be provided by the external auditors provided that any such approvals made by the designated individuals will be reported to the full Audit Committee at its next scheduled meeting.

Compensation Committee

The Compensation Committee assists the Board in carrying out its responsibilities relating to personnel matters, including performance, compensation and succession. The Compensation Committee develops tailored objectives for members of management such as the President and CEO, CTO and CFO, based on broader Company goals, as well as for other individuals, reviewing and making recommendations to the Board with respect to employee and contractor compensation arrangements including stock options and management succession planning.

The Compensation Committee met one time in 2017. A part of each meeting is conducted without management present, including for the purpose of specifically discussing the proposed allocation of stock options to the Chairman and individual Board members, incentive bonus plans and salary proposals. The members of the Committee during 2017 were Mr. Miller (Chair), Mr. Hurlow, Mr. Atkinson and Mr. Benson.

Summary of Committee Memberships and Record of Attendance for 2017

During the year ended December 31, 2017, the Board and its committees held the following numbers of meetings:

Board.. 4[1]

Audit Committee ("AC")	4
Compensation Committee ("CC")	1
Total number of meetings held	9

(1) In addition to the four meetings held by the Board, a number of actions were taken by resolution in writing.

Director	Committee Memberships	Board Meetings Attended	Committee Meetings Attended
Gary Moss	-	4	AC-4(1); CC-1(1)
Howard Atkinson	AC, CC	4	AC-4; CC-1
Philip Benson	CC	4	AC-4(1); CC-1
Anthony Miller	AC, CC	4	AC-4; CC-1
Gerald Hurlow	AC, CC	4	AC-4; CC-1

(1) By invitation.

Ethical Conduct

The Corporation has implemented a written Code of Ethics (the "Code"). All directors, officers, employees and consultants of the Corporation will be expected to be familiar with the Code and to adhere to those principles and procedures set forth in the Code that apply to them. The Board will ultimately be responsible for the application of the Code to the affairs of the Corporation.

Shareholder Feedback

The Board believes that management should speak for the Corporation in its communications with shareholders and others in the investment community and that the Board should be satisfied that appropriate investor relations programs and procedures are in place. Management communicates regularly with shareholders and others in the investment community to receive and respond to shareholder feedback.

The Board regularly reviews the Corporation's major communications with shareholders and the public, including management discussion and analysis, financial statements and management information circulars.

Expectations of Management

The Board believes that it is appropriate for management to be responsible for the development of long-term strategies for the Corporation. Meetings of the Board are held, as required, to specifically review and deal with long-term strategies of the Corporation as presented by senior members of management.

The Board appreciates the value of having selected senior officers attend Board meetings to provide information and opinions to assist the directors in their deliberations. The Chair arranges for the attendance of senior officers at board meetings in consultation with the President and CEO.

EXECUTIVE COMPENSATION

As required by Part 1(c) of National Instrument 51-102F5 – *Information Circular*, Form 51-102F6V – *Statement of Executive Compensation* for the year ended December 31, 2017 is appended as follows:

Compensation Discussion and Analysis

Executive Officer Compensation

The Corporation seeks to establish compensation plans for executive officers (collectively, the "**Named Executive Officers**" or "**NEOs**") that will attract, retain, and motivate qualified executives to join the Corporation and work diligently to attain the Corporation's objectives. The Corporation's Board has a Compensation Committee that is comprised of four independent directors that assists the Board in carrying out its responsibilities relating to personnel matters, including performance, compensation and succession. Compensation plans for NEOs are developed by the President and CEO and submitted to the Compensation Committee for review and approval before being implemented.

The Corporation offers NEOs compensation packages that included a combination of salary, bonus, stock options and a group health insurance plan. Salary levels are determined so as to be competitive with similar organizations in the Corporation's region and to attract and retain NEO.

Annual Incentives
Annual incentives in the form of bonuses are offered to motivate NEOs to achieve specific corporate goals for the year that include revenues, costs, profitability, technology development and cash flow. Bonuses can be comprised of cash and stock options. The cash bonus portion NEOs are eligible to earn is determined as a percentage of their salary. The achievement of financial goals is determined by comparing actual results to the Corporation's budget for the year. The amount of bonus earned is determined by the degree to which the goal was met, with higher amounts being earned for over-achievement. The President and CEO and the former Secretary and COO had the same annual bonus plan targets for the year ending December 31, 2017.

Long Term Incentives
Longer-term incentive compensation in the form of stock options are offered to align NEO interests with those of the Corporation's shareholders by providing an opportunity for NEOs to benefit from growth in the value of the Corporation's shares over a period of several years. Stock options also encourage continued service to the Corporation. Option grants for NEOs are recommended to the Board by the President and CEO and by the Compensation Committee. The board approves all option grants, setting their exercise price, vesting period and expiry. The number of options previously held by a NEO is considered when new grants are proposed. The President and CEO, the CFO, the former Secretary and COO and the President, Advertising, each received different option grants during the year ending December 31, 2017, as illustrated in the table below.

Director Compensation

For the year ended December 31, 2017, the Board was composed of a total of five directors. All directors are elected annually. The Corporation's five directors were Gary Moss, Howard Atkinson, Philip Benson, Anthony Miller, and Gerald Hurlow.

For the year ended December 31, 2017, a majority (four of five) of the Corporation's directors were independent. Messrs. Atkinson, Miller, Hurlow and Benson were independent directors as contemplated by the CSA Guidelines (i.e. each is independent of management and free from any interest in and any business or other relationship with the

Corporation which could reasonably be expected to interfere with the exercise of the director's judgment). In determining whether a director is independent, the Board considers the specific circumstances of a director and the nature, as well as materiality, of any relationship between the director and the Corporation.

The Corporation pays director compensation to the independent directors only. The independent directors are compensated with an annual cash fee and with long-term incentives in the form of stock options.

Summary Compensation Tables

The following tables sets forth the summary information concerning compensation, both equity and non-equity, earned by the Corporation's President and Chief Executive Officer ("**CEO**") (and Corporate Secretary as of August 1, 2017), Chief Financial Officer ("**CFO**"), the former Chief Operating Officer ("**COO**") (until stepping down effective August 1, 2017), the President, Advertising, and the directors of the Corporation during the most recently completed financial years ended on or after December 31, 2016.

Director and named executive officer compensation, excluding compensation securities

Table of compensation excluding compensation securities

The following tables sets forth the summary information concerning compensation excluding compensation securities earned by the Corporation's President and Chief Executive Officer ("**CEO**") (and Corporate Secretary as of August 1, 2017), Chief Financial Officer ("**CFO**"), the former Chief Operating Officer ("**COO**") (until stepping down effective August 1, 2017), the President, Advertising and the directors of the Corporation during the two (2) most recently completed financial years ended on or after December 31, 2016.

Name and Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meetings fees ($)	Value of perquisites ($)	Value of all other compensation(2)(3) ($)	Total Compensation ($)
Gary Moss(1) President & CEO and Director	2017 2016	275,000 275,000	Nil Nil	Nil Nil	Nil Nil	5,832(2) 5,786(2)	280,832 280,786
Cliff Hunt(4) Former Secretary & COO	2017 2016	118,097 204,000	Nil Nil	Nil Nil	Nil Nil	94,925(2) (3) 4,706(2) (3)	213,022 208,706
Michael Galloro(5) CFO	2017 2016	108,000 108,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	108,000 108,000

Grant Schuetrumpf(6) President, Advertising	2017 2016	242,032(6) Nil	Nil Nil	Nil Nil	Nil Nil	4,371(2) Nil	246,403(6) Nil
Howard Atkinson(8) Director	2017 2016	15,000 15,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	15,000 15,000
Anthony Miller(8) Director	2017 2016	20,000 20,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	20,000 20,000
Philip Benson(7)(8) Director	2017 2016	15,000 15,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	15,000 15,000
Gerald Hurlow(7)(8) Director	2017 2016	15,000 15,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	15,000 15,000

(1) Gary Moss earned $275,000 in 2016 and in 2017 in his capacity as President and CEO (and since August 1, 2017, Corporate Secretary). No fees were paid to Gary Moss in his capacity as Director.
(2) All other compensation includes the value of group insurance benefits. Health benefits paid to Grant Schuetrumpf were valued in USD and reported in CAD, converted at the exchange rates on the transaction dates. The weighted average exchange rate was 1.2829.
(3) All other compensation includes vacation pay to Cliff Hunt of $Nil in 2016 and $4,708 in 2017 and $85,479 in salary continuance payments made pursuant to Cliff Hunt's exit package from August 1, 2017 to December 31, 2017.
(4) Cliff Hunt earned $204,000 in 2016 and $118,097 in 2017 in his capacity as COO and Corporate Secretary until he stepped down effective August 1, 2017.
(5) The CFO services of Michael Galloro are provided by ALOE Finance Inc.
(6) Grant Schuetrumpf was employed as President, Advertising effective May 1, 2017. He earned $229,184 in this capacity, which consisted in 2017 of $171,045 in salary and $58,139 in commission. Prior to becoming employed as an officer (President, Advertising) and employee of the Company, he was engaged as a consultant, during which time he earned $12,848. These amounts were paid in USD and are reported in CAD, converted at the exchange rates on the transaction dates. The weighted average exchange rate was 1.2829.
(7) Philip Benson and Gerald Hurlow were each appointed to the board of directors on January 26, 2016 and elected by the shareholders on July 13, 2016.
(8) Each independent director was entitled to earn a fee of $15,000 in cash per year, except for Anthony Miller, whose fee was $20,000 in cash per year. Director's fees would be prorated for services performed for partial year. All accrued fees for 2016 have been paid out in full in 2017 and all accrued fees for 2017 have been paid out in full by February 13, 2018.

Stock options and other compensation securities

The following table sets forth the summary information concerning compensation securities earned by the Corporation's President and Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**"), the former Chief Operating Officer ("**COO**") (until stepping down effective August 1, 2017), the President, Advertising and the directors of the Corporation during the two (2) most recently completed financial years ended on or after December 31, 2016.

Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue of grant	Issue, conversion or exercise of price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry date
Gary Moss[(1)] President & CEO and Corporate Secretary	Stock options Stock options	400,000, 400,000 underlying, 0.7% Nil	January 10, 2017 N/A	0.10 Nil	0.09 Nil	0.29 Nil	January 10, 2022 N/A
Cliff Hunt[(2)] Former Secretary & COO	Stock options Stock options	200,000, 200,000 underlying, 0.3% Nil	January 10, 2017 N/A	0.10 Nil	0.09 Nil	0.29 Nil	January 10, 2022 N/A
Michael Galloro[(3)] CFO	Stock options Stock options	20,000, 20,000 underlying, 0.03% 20,000, 20,000 underlying, 0.03%	January 10, 2017 January 11, 2016	0.10 0.15	0.09 0.17	0.29 0.29	January 10, 2022 January 11, 2021
Grant Schuetrumpf[(4)] President, Advertising	Stock options Stock options	500,000, 500,000 underlying, 0.8% Nil	May 1, 2017 N/A	0.14 Nil	0.13 Nil	0.29 Nil	May 1, 2022 N/A

Howard Atkinson[5] Director	Stock options Stock options	30,000, 30,000 underlying, 0.05% Nil	January 10, 2017 N/A	0.10 Nil	0.09 Nil	0.29 Nil	January 10, 2022 N/A
Anthony Miller[6] Director	Stock options Stock options	30,000, 30,000 underlying, 0.05% Nil	January 10, 2017 N/A	0.10 Nil	0.09 Nil	0.29 Nil	January 10, 2022 N/A
Philip Benson[7] Director	Stock options Stock options	30,000, 30,000 underlying, 0.05% Nil	January 10, 2017 N/A	0.10 Nil	0.09 Nil	0.29 Nil	January 10, 2022 N/A
Gerald Hurlow[8] Director	Stock options Stock options	30,000, 30,000 underlying, 0.05% Nil	January 10, 2017 N/A	0.10 Nil	0.09 Nil	0.29 Nil	January 10, 2022 N/A

(1) Gary Moss received 400,000 options on January 10, 2017, with an exercise price of $0.10 and an expiry date of January 10, 2022. The vesting of these options is not subject to any performance criteria. As of December 31, 2017, 40% of these options were vested and have become exercisable. As at December 31, 2017, Gary Moss had a total of 1,900,000 options, exercisable into 1,900,000 common shares. 40% of the 400,000 options issued on January 10, 2017 were vested and had become exercisable and 100% of the remaining 1,500,000 were vested and had become exercisable. No options were granted to Gary Moss in the year ended December 31, 2016.

(2) Cliff Hunt received 200,000 options on January 10, 2017 with an exercise price of $0.10 and an expiry date of January 10, 2022. The vesting of these options is not subject to any performance criteria. Cliff Hunt exercised 80,000 of these options on October 6, 2017 at an aggregate exercise price of $8,000.00 ($0.10 per share). As at December 31, 2017, Cliff Hunt had a total of 820,000 options, exercisable into 820,000 common shares. 100% of the 120,000 options issued on January 10, 2017 were not vested and had not yet become exercisable and 100% of the remaining 700,000 options were vested and had become exercisable. Cliff Hunt stepped down from his roles as COO and Corporate Secretary effective August 1, 2017, however, as the Company entered into a Consulting Agreement with Cliff Hunt immediately thereafter, no options were terminated. No options were granted to Cliff Hunt in the year ended December 31, 2016.

(3) Michael Galloro received 20,000 options on January 11, 2016 with an exercise price of $0.15 and an expiry date of January 11, 2021 and 20,000 options on January 10, 2017 with an exercise price of $0.10 and an expiry date of January 10, 2022. As at December 31, 2017, Michael Galloro had a total of 42,000 options, exercisable into 42,000 common shares. 40% of the 20,000 options issued on January 10, 2017 were vested and had become exercisable and 100% of the remaining 22,000 were vested and had become exercisable. Michael Galloro's options are held in Duck Capital Inc., a corporation owned and/or controlled by him.

(4) Grant Schuetrumpf became President, Advertising effective May 1, 2017. He was granted 500,000 options on this date, exercisable into 500,000 common shares at $0.14 per share, expiring on May 1, 2022. The vesting of these options is not subject to any performance criteria. As at December 31, 2017, Grant Schuetrumpf had 500,000 options, 40% of which were vested and had become exercisable.

(5) Howard Atkinson received 30,000 options on January 10, 2017 with an exercise price of $0.10 and an expiry date of January 10, 2022. The vesting of these options was not subject to any performance criteria. As of December 31, 2017, Howard Atkinson had a total of 145,000 options, exercisable into 145,000 common shares. 40% of the 30,000 options issued on January 10, 2017 were vested and had become exercisable and 100% of the remaining 115,000 were vested and had become exercisable. No options were granted to Howard Atkinson in the year ended December 31, 2016. As Howard Atkinson resigned as director effective April 25, 2018, all unexercised options will expire on July 24, 2018 and no unvested options will vest.
(6) Anthony Miller received 30,000 options on January 10, 2017 with an exercise price of $0.10 and an expiry date of January 10, 2022. The vesting of these options is not subject to any performance criteria. As of December 31, 2017, Anthony Miller had a total of 190,000 options, exercisable into 190,000 common shares. 40% of the 30,000 options issued on January 10, 2017 were vested and had become exercisable and 100% of the remaining 160,000 were vested and had become exercisable. No options were granted to Anthony Miller in the year ended December 31, 2016.
(7) Philip Benson became an independent director on January 26, 2016. No options were granted to Philip Benson in the year ended December 31, 2016. Philip Benson received 30,000 options on January 10, 2017 with an exercise price of $0.10 and an expiry date of January 10, 2022. The vesting of these options is not subject to any performance criteria. As of December 31, 2017, 40% of these options were vested and had become exercisable.
(8) Gerry Hurlow became an independent director on January 26, 2016. No options were granted to Gerry Hurlow in the year ended December 31, 2016. Gerry Hurlow received 30,000 options on January 10, 2017 with an exercise price of $0.10 and an expiry date of January 10, 2022. The vesting of these options is not subject to any performance criteria. As of December 31, 2017, 40% of these options were vested and had become exercisable.

Defined Benefit or Contribution Plans

The Corporation does not have a pension plan that provides for benefits at or in connection with retirement.

Termination and Change of Control Benefits

The Corporation reimburses its Executive Officers for all travel and other out-of-pocket expenses incurred in connection with the performance of their respective duties.

Management & Employment Agreements

The provision of services by each of the Named Executive Officers is governed by employment or management agreements with the Corporation. The following summarizes the relevant features of each agreement including any subsequent amendments:

Gary Moss, through a company on his behalf, entered into a consulting contract with the Corporation on February 22, 2012, which was replaced by an employment contract between Mr. Moss and the Corporation on December 1, 2012. His annual base salary in 2017 was $275,000 and his annual cash bonus potential is 60% of his base salary. Mr. Moss is prohibited from competing with the Corporation and/or soliciting employees of the Corporation for a period of 12 months following the termination of his employment with the Corporation. Mr. Moss' employment contract states that upon resignation by Mr. Moss, he would not be entitled to receive any further compensation or benefits other than those which had accrued up to the his last day of active service with the Corporation. In the event employment of Mr. Moss is terminated on a without cause basis, or in the event of a triggering event (which is a defined term in the employment contract referring to: (i) an adverse change in any of the duties, powers, rights, discretion, prestige, salary, benefits, perquisites of Mr. Moss ; (ii) a diminution of the title of the Executive; (iii) a change in the person or body to whom Mr. Moss reports; (iv) a change in the hours during or location at which Mr. Moss is regularly required to carry out the terms of his employment with the Corporation, or an increase in the amount of travel Mr. Moss is required to conduct on behalf of the Corporation; or (v) any other reason which in the honestly-held view of Mr. Moss results in the inability of Mr. Moss to carry out his duties), he will receive a lump sum payment equal to twelve months base salary, plus an additional lump sum payment equal to one month base salary for each additional fully completed year of service with the Corporation after December 1, 2012, or a pro-rated additional lump sum payment for any partial year of service after December 1, 2012, to a maximum of twenty-four (24) months. Mr. Moss will also receive a bonus payment, which shall be calculated based upon the bonus he received for the fiscal year prior to termination for the number of months that he is to receive pay in lieu of notice of termination of employment. The Corporation provides an insurance benefit package in the form of an employee group insurance plan (the "**Benefit Package**") and in the event of termination on a without cause basis the Corporation will continue to make its portion of any payments required to maintain the Benefit Package for the lump sum period referred to above, or the period required by applicable employment or labour standards legislation if that is longer than the lump sum period referred to above, in accordance with the terms of the applicable insurance policies. Any continued coverage under the Benefit Package will be conditional on Mr. Moss' satisfying the terms and conditions of the applicable insurance policies. Notwithstanding the foregoing, in the event that the Corporation terminates Mr. Moss' employment on a without cause basis within (6) months of a change of control (which is a defined term in the employment contract) or in the event of a "Triggering Event" within six (6) months of a change of control, the Corporation shall provide Mr. Moss a lump sum payment equal to twenty-four (24) months base salary along with a bonus payment equal to two times the bonus he received for the fiscal year prior to the termination of his employment.

Cliff Hunt entered into an employment agreement with the Corporation on July 1, 2005. His annual base salary in 2017 was $207,060 and his annual cash bonus potential was 50% of his base salary. Mr. Hunt stepped down from his role with the Corporation effective August 1st, 2017. The Board and Mr. Hunt came to a mutual agreement to the benefit of all parties on the terms and conditions of Mr. Hunt's exit. Mr. Hunt's exit package reflects the terms of his employment agreement at the time of termination of the agreement. Mr. Hunt will continue to receive period payments in the same amount and in the same manner as received up to August 1, 2017, less applicable deductions, for a period of 21.58 months, until May 18, 2019. Mr. Hunt continues to receive the Benefits Package (except for coverage under the Corporation's critical illness and out of country medical plans, which ceased on September 26, 2017) until the earlier of August 1, 2018 or the date on which Mr. Hunt secures alternate coverage through any other source. Effective as of August 2, 2017, Mr. Hunt entered into a consulting agreement with the Corporation for the provision of business development services. As Mr. Hunt continues to have an ongoing working relationship with the Corporation, any options granted to Mr. Hunt prior to August 1, 2017 will remain outstanding in accordance with the terms of their corresponding agreements.

The Corporation entered into a service agreement with ALOE Finance Inc. for Mr. Galloro's services as CFO on December 1, 2010. ALOE Finance Inc. is compensated at $8,500 per month and an addition of $1,500 per quarter.

Grant Schuetrumpf entered into an employment agreement with the Corporation on May 1, 2017 to provide services as President of the Corporation's Advertising Division. His annual base salary in 2017 was $200,000 (USD, which is/will be reported in CAD in the Corporation's various disclosure documents) and he is also entitled to receive a commission of 2% of net advertising sales. Mr. Schuetrumpf is entitled to a reimbursement of up to $1,000 per month incurred in connection with health and dental expenses. Mr. Schuetrumpf is prohibited from competing with the Corporation for a period of 6 months following the termination of his employment with the Corporation and from soliciting employees of the Corporation for a period of 12 months following the termination of his employment. Mr. Schuetrumpf is also prohibited, during his term with the Corporation and for 24 months after the termination of his employment, from taking advantage of any business opportunities intended for the Corporation of which Mr. Schuetrumpf became aware during his role with the Corporation. Mr. Schuetrumpf's employment contract states that, in the event that Mr. Schuetrumpf's employment is terminated on a without cause basis, he will be entitled to receive the greater of two (2) month's salary and the minimum required under applicable employment standards legislation.

Indebtedness of Directors, Executive Officers and Others

At no time since the beginning of the Corporation's last financial year was any director, executive officer, proposed nominee for election as a director, or any of their respective associates indebted to the Corporation or any of its subsidiaries, nor was the indebtedness of any such person to another entity the subject of any guarantee, support agreement, letter of credit or similar arrangement provided by the Corporation or any of its subsidiaries.

Board Committee

There are two permanent Board committees: (i) the Audit Committee; and (ii) the Compensation Committee. The Board may also appoint other temporary or permanent committees from time to time for particular purposes.

Audit Committee
Throughout 2017, Messrs. Atkinson, Hurlow and Miller were members of the Audit Committee, of which Mr. Atkinson was Chairman. They were all independent throughout 2017 for purposes of the Audit Committee. Each of the members of the Audit Committee is financially literate as defined in Multilateral Instrument 52-110. During the year ended December 31, 2017, the Audit Committee met 4 times. The Corporation as a venture issuer has relied on the exemptions in Section 6.1 of National Instrument 52-110 ("NI 52-110") exempting the Corporation from the requirements in Part 5 (Reporting Obligations) of NI 52-110. The 2015 amendment to NI 52-110 included the addition of Section 6.1.1, whereby a venture issuer must have a minimum of three (3) members on the Audit Committee as of January 1, 2016, with a majority being independent. As the Corporation is subject to the policies of the TSX Venture Exchange, which include a like requirement, the Corporation had already had the requisite number of audit committee members in place.

The Audit Committee assists the Board in carrying out its responsibilities relating to corporate accounting and financial reporting practices. The duties and responsibilities of the Audit Committee include the following:

- reviewing for recommendation to the Board for its approval the principal documents comprising the Corporation's continuous disclosure record, including interim and annual financial statements and management's discussion and analysis;
- recommending to the Board a firm of independent auditors for appointment by the shareholders and reporting to the Board on the fees and expenses of such auditors. The Committee has the authority and responsibility to select, evaluate and if necessary replace the independent auditor. The Committee has the authority to approve all audit engagement fees and terms and the Committee, or a member of the Committee, must review and pre-approve any non-audit services provided to the Corporation by the Corporation's independent auditor and consider the impact on the independence of the auditor;
- reviewing periodic reports from the CFO;
- discussing with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response; and
- establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

The Audit Committee maintains direct communication during the year with the Corporation's independent auditor and the Corporation's senior officers responsible for accounting and financial matters.

Compensation Committee
The Compensation Committee assists the Board in carrying out its responsibilities relating to personnel matters, including performance, compensation and succession. The Compensation Committee is comprised of four

independent directors. The members of the Compensation Committee during 2017 were Mr. Miller (Chair), Mr. Hurlow, Mr. Atkinson and Mr. Benson. The Compensation Committee develops annual objectives against which to assess members of management including the President and CEO, and reviews and makes recommendations to the Board with respect to employee and contractor compensation arrangements including stock options and management succession planning.

A part of each meeting is conducted without management present, including for the purpose of specifically discussing the compensation of the President and CEO.

Directors' and Officers' Liability Insurance

The Corporation maintains insurance for the benefit of its Directors and Officers against liability in their respective capacities as directors and officers. During the year, the Corporation had Directors' and Officers' insurance in place providing $2 million in coverage for a premium of $15,935.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, no insider of the Corporation or proposed nominee for election as a director of the Corporation, nor any of their respective associates or affiliates, has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

Except as otherwise disclosed in this Circular, no person who has been a director or senior officer of the Corporation since the commencement of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any of their respective associates or affiliates, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

ANNUAL MATTERS TO BE VOTED UPON

1. Election of Directors

The articles of the Corporation provide that the Board shall consist of a minimum of one and a maximum of ten directors, the number of which may be fixed from time to time by a resolution of the Board. **THE PERSONS NAMED IN THE FORM OF PROXY FOR THE MEETING (UNLESS OTHERWISE INSTRUCTED) INTEND TO VOTE FOR** the election to the Board of the nominees whose names are set forth below. Although the Board is fixed at five, the number of directors proposed to be elected at the Meeting is four, as Mr. Atkinson resigned as director on April 25, 2018 and a suitable replacement has not been found as at the date of this information circular. Shareholders may vote for all of the nominees, some of them and withhold for others, or withhold for all of them. Each director elected will hold office until the next annual meeting or until his successor is duly elected or appointed.

The following table and the notes thereto list certain information concerning the nominees for election as directors of the Corporation. The information as to principal occupations and the number of Common Shares beneficially owned or over which control or direction is exercised by each nominee has been furnished by the respective nominees individually.

NAME, OFFICE AND MUNICIPALITY OR RESIDENCE	DIRECTOR SINCE	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised	Principal Occupation During the Past Five Years
Gary Moss Director, President, CEO Etobicoke, Ontario	August 25, 2004	258,000[(3)]	President and CEO, YANGAROO; business consultant, former Chief Operating Officer, IMAX Corporation since July 2009; independent consultant since May 1, 2008; Chief Operating Officer, Live Nation Artists (successor to Concert Productions International) since May 2006.
Anthony Miller, ICD.D[(1)(2)] Director, Chairman Toronto, Ontario	September 27, 2010	1,903,069 [(4)]	Chairman, YANGAROO; Retired, Vice Chair of McCann Worldgroup; Former Chairman and CEO of MacLaren McCann.
Gerry Hurlow[(1)(2)(7)] Director, Toronto, Ontario	January 26, 2016	5,638,500 [(5)]	President, Meteor Capital Inc. since 2009
Philip Benson[(1)(2)] Director, Toronto, Ontario	January 26, 2016	758,518 [(6)]	Managing Partner, Fraser Mackenzie Merchant Capital since 2007

(1) Denotes a member of the audit committee. It is anticipated that all directors will be proposed members of the audit committee. Philip Benson was appointed to the audit committee upon the resignation of Howard Atkinson, effective April 25, 2018.

(2) Denotes a member of the compensation committee. It is anticipated that all directors will be proposed members of the compensation committee.

(3) In addition to the number of shares stated in the above table, Gary Moss holds options to acquire 2,200,000 shares at an average price of $0.24 per share.

(4) In addition to the number of shares stated in the above table, Anthony Miller holds options to acquire 265,000 shares at an average price of $0.24 per share and warrants to acquire 115,384 shares at an average exercise price of $0.20 per share.

(5) In addition to the number of shares stated in the above table, Gerald Hurlow holds options to acquire 105,000 shares at an average price of $0.23per share and, indirectly, through Meteor Capital Inc., holds warrants to acquire 680,000 shares at an average exercise price of $0.19 per share.

(6) In addition to the number of shares stated in the above table, Philip Benson holds options to acquire 105,000 shares at an average price of $0.23 per share and no warrants.

(7) Gerald Hurlow was previously Chairman and a director of Cygnal Technologies Corporation, a former TSX listed company. Mr. Hurlow resigned effective August 31, 2007. Cygnal Technologies Corporation sought and obtained an order to initiate a court supervised restructuring under the *Companies' Creditors Arrangement Act* (Canada) on November 14, 2007. The restructuring was completed on April 1, 2008.

The term of office for each director will be from the date of the meeting at which he or she is elected until the next annual meeting or until his or her successor is duly elected or appointed.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS/HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF A NOMINEE IS FOR ANY REASON UNABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS/HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.

Corporate Cease Trade Orders or Bankruptcies

None of the directors or officers of the Corporation is, or has been within the ten years before the date of this Circular, a director or officer of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions under Canadian securities legislation for a period of more than 30 consecutive days or was declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that company.

Penalties or Sanctions

None of the directors or officers of the Corporation has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

None of the directors or officers of the Corporation has, during the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of the director or officer.

2. **Appointment of Auditors**

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF RSM CANADA LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS/HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

An affiliate of RSM Canada LLP acquired Collins Barrow Toronto LLP prior to the year ended December 31, 2017. Collins Barrow Toronto LLP and its affiliates had been the auditors of the Corporation since October 2002.

The aggregate fees billed by Collins Barrow Toronto LLP for audit and audit-related services in relation to the Corporation during the financial year ended December 31, 2017 were $40,456. The aggregate fees billed by Collins Barrow Toronto LLP for all non-audit services were $17,741.

ADDITIONAL INFORMATION

Additional financial information for the Corporation is available in the Corporation's audited financial statements for the year ended December 31, 2017 and related management's discussion and analysis for the year ended December 31, 2017, which have been filed with Canadian securities regulators and are available under the Corporation's profile at www.sedar.com.

On January 10, 2017, the Corporation 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 Corporation's patented DMDS platform, streamlines every aspect of award-show management, from nominations to auditing.

On January 12, 2017, the Corporation 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 1,280,000 common shares in the capital stock of the Corporation. The Options are exercisable for a period of five years from the date of grant at a price of $0.10 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 30, 2017, the Corporation 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 Corporation 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 were 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 Corporation 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 Corporation 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 Corporation, being Meteor Capital Inc. As a director of the Corporation 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 Corporation relied on exemptions from the formal valuation and minority approval requirements of MI 61-101, based on a determination that the securities of the Corporation 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 Corporation at the time the Offering was initially announced. The Corporation 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 Corporation.

The Corporation 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 Corporation 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 Corporation.

On May 1, 2017, the Corporation announced that it had named Grant Schuetrumpf 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. Mr. Schuetrumpf is based in New York, and reports directly to the CEO. Pursuant to Mr. Schuetrumpf's employment agreement, the Corporation 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.

On June 7, 2017, the Corporation announced the signing of a multiyear renewal with the Recording Academy, the organization behind the GRAMMY Awards. YANGAROO will provide its digital awards management platform, which is powered by the Corporation's patented DMDS, a platform that streamlines every aspect of awards-show management.

On July 5, 2017, the Corporation announced the voting results from the Corporation's Annual General and Special Meeting of shareholders held on June 28, 2017. The five nominees as proposed by the Corporation were re-elected to the board of directors, being Mr. Gary Moss, Mr. Anthony Miller, Mr. Howard Atkinson, Mr. Gerry Hurlow and Mr. Philip Benson, and the shareholders approved a resolution appointing Collins Barrow Toronto LLP as auditors for the Corporation for the ensuing year. The shareholders also approved a new 12% fixed stock option plan. As the Corporation had 61,208,140 common shares issued and outstanding at the date of approval, the Corporation can grant up to 7,344,976 stock options, and such number of common shares will be reserved for issuance.

On August 25, 2017, the Corporation announced that Cliff Hunt, Chief Operating Officer and Corporate Secretary, had retired from these positions with the Corporation effective as of August 1, 2017. Cliff Hunt continues to work with the Corporation as a consultant in a business development capacity on an ongoing basis for a period of 2 years, effective as of the date of his departure as an officer. The position of Chief Operating Officer was eliminated and Gary Moss, President, CEO and a director of the Corporation, began to act as Corporate Secretary.

The Corporation also appointed Adam Hunt as Senior Vice President, YANGAROO Entertainment effective August 25, 2017. Adam Hunt was previously with the Corporation for 10 years in his role as Vice President Sales, Entertainment Division and was responsible for the Entertainment Division's sales and day to day operations. The

Corporation also announced the grant of options (the "Options") to Adam Hunt to acquire a total of 75,000 common shares of the Corporation for a period of five years from the date of grant at a price of $0.12 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 September 5, 2017, the Corporation announced a multi-year agreement with Hub Artist Services to provide secure delivery of music from record labels and independent music artists to broadcasters, music reviewers and other destinations in Australia and New Zealand with the newly minted brand, "HUB DIGITAL DISTRIBUTION, powered by YANGAROO". The agreement is initially for delivery of audio files only.

On October 23, 2017, the Corporation announced the signing of a multi-year renewal with The Canadian Academy of Recording Arts and Sciences (CARAS), the organization behind the JUNO Awards. YANGAROO will continue to provide its digital awards management platform, which is powered by the Corporation's patented DMDS. The JUNO Awards are presented annually to Canadian musical artists and bands to acknowledge their artistic and technical achievements in all aspects of music.

On December 12, 2017, the Corporation announced that Tony Awards Productions (TAP) had exercised an option to increase and expand their use of the YANGAROO Awards platform for the 2018 Tony Awards balloting procedure. The Tony Awards are presented by The Broadway League and the American Theatre Wing. This expanded partnership will continue to provide TAP with a digital awards system hosted and and relevant information to select the final nominees in each category. In addition, it will also host the online ballot that will decide the ultimate winners of the 2018 Tony Awards, which will broadcast live on Sunday, June 10, 2018 from Radio City Music Hall in New York City.

APPROVAL BY BOARD OF DIRECTORS

The contents and the sending of this Circular have been approved by the board of directors of the Corporation.

DATED at Toronto, this 10th day of May, 2018

By Order of the Board of directors
(Signed) "Anthony Miller"
Chairman

Schedule "A"

YANGAROO Inc.
Audit Committee – Terms of Reference

The purpose of the Audit Committee shall be to assist the Board in its oversight of the integrity of the financial statements of the Corporation, of the Corporation's compliance with legal and regulatory requirements, of the independence and qualification of the independent auditors, and of the performance of the Corporation's internal audit function and independent auditors.

CHAIR

The Board appoints or re-appoints the Chair of the Committee annually when it completes the appointments for all Board committee members following the Annual General Meeting of shareholders. In selecting the Chair, the Board takes into consideration those directors who bring background skills and experience relevant to financial statement review and analysis. The Chair shall also be "financially literate" as such term is defined under applicable Canadian regulatory requirements.

The Chair shall provide leadership to Committee members in fulfilling the mandate set out in these terms of reference. He or she shall work with the Chief Executive Officer and the Chairman of the Board in planning Committee meetings and agendas. The Chair of the Committee reports to the Board on behalf of the Committee on the matters and issues covered or determined at each Committee meeting.

RESPONSIBILITIES

In assisting the Board in fulfilling its responsibilities relating to the Corporation's corporate accounting and reporting practices the Audit Committee shall:

1. review and discuss with management and the independent auditors the annual audited financial statements, the quarterly financial statements, Management's Discussion and Analysis accompanying such financial statements and any other matter required to be reviewed under applicable legal, regulatory or stock exchange requirements, and report thereon to the Board;
2. review the results of the external audits and any changes in accounting practices or policies and the financial statement impact thereof;
3. review the terms of engagement and audit plans of the external auditors and determine through discussion with the auditors that no restrictions were placed by management on the scope of their examination or on its implementation;
4. assess management's programs and policies regarding the adequacy and effectiveness of internal controls over the accounting and financial reporting system within the Corporation;
5. recommend to the Board a firm of independent auditors for appointment by the shareholders and report to the Board on the fees and expenses of such auditors. The Committee shall have the authority and responsibility to select, evaluate and if necessary replace the independent auditors. The Committee shall have the authority to approve all audit engagement fees and terms and the Committee, or a member of the Committee, must review and pre-approve any non-audit service provided to the Corporation by the Corporation's independent auditors and consider the impact on the independence of the auditors;
6. enquire into and report regularly to the Board, with associated recommendations, on any matter referred to the Committee;
7. discuss with management and the independent auditors, as appropriate, earnings press releases and any financial information and earnings guidance provided to analysts and rating agencies;
8. discuss with management and the independent auditors, as appropriate, any audit problems or difficulties and management's response, and the Corporation's risk assessment and risk management policies, including the

Corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;

9. obtain and review at least annually a formal written report from the independent auditors delineating the auditing firm's procedures for reviewing internal controls and any material issues raised by (i) the auditing firm's internal quality-control reviews, (ii) peer reviews of the firm, or (iii) any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditors and the Corporation;
10. prepare and publish an annual Committee report in the Corporation's proxy circular;
11. conduct an annual self-evaluation in respect of the effectiveness of the Committee;
12. set clear hiring policies for employees or former employees of the independent auditors; and
13. establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

The Committee shall hold in camera sessions without members of management as frequently as is determined necessary by the Committee members.

The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall meet separately with the Corporation's independent auditors at least on an annual basis and more often as determined necessary by the Committee members.

The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

Committee Composition:	Three or more members, of which the majority shall be independent directors. All members shall have sufficient financial experience, financial literacy and ability to enable them to discharge their responsibilities.
Quorum:	Majority of members.