YANGAROO Inc.

Management's Discussion and Analysis

Quarter Ended September 30, 2019

67 Mowat Avenue, Suite 535
Toronto, Ontario, Canada, M6K 3E3
416-534-0607
www.yangaroo.com

Introduction

Unless the context suggests otherwise, references to “the Company” or similar terms refer to YANGAROO Inc. This Management’s Discussion and Analysis (“MD&A”) is a discussion and review of operations, current financial position and outlook for YANGAROO and should be read in conjunction with the unaudited condensed interim financial statements for the three and nine months ended September 30, 2019 and 2018 and the audited financial statements and related notes for the years ended December 31, 2018 and 2017, which are prepared in accordance with International Financial Reporting Standards (“IFRS”). The information below is prepared in accordance with IFRS.

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 as at November 6, 2019. 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.

Outlook

"Consolidated revenue for the third quarter of 2019 was up 13% on a year-over-year basis and was essentially flat compared to the second quarter of 2019. Advertising revenue was up 8% over the same period. The growth for Q3'19 reflected our continued customer acquisition efforts and new client signings in what is traditionally a slow period in the advertising industry," said Gary Moss, President and CEO of Yangaroo. "We continue to reiterate our 15% exit annual run rate growth for 2019 in advertising revenue and are happy to announce that we have signed significant new advertising customers. We expect sales from these new customers will commence late in the fourth quarter of 2019 and continue to ramp up into 2020".

Gary Moss further added, "We continue to invest in our business with sales-pipeline growth and platform upgrade initiatives. In 2020 we expect to release our new Clearance Platform which will help our advertising clients solve workflow issues and provide us with a key competitive advantage in the advertising delivery market. In conjunction with these initiatives the Company expects to further use its strong cash and working capital positions to help us realize growth in the US, Latin American, and Canadian markets. Our entertainment business continues to see steady revenues. New product offerings in music delivery have generated growth from direct artist distribution to radio and television offsetting challenging market conditions.

We expect to recommence our share buy-back program in early-November 2019 and to continue purchasing through to the end of the year subject to normal trading blackout restrictions. To date our share buy-back program has resulted in a total of 325,000 shares acquired and cancelled by the Company at a weighted average price of $0.13 / share. We intend to continue to buy-back shares opportunistically given the low share price range".

As at November 6, 2019, the Company had a cash balance of approximately $1.8 million.

Working capital of $1.9M, as at September 30, 2019, was negatively impacted by the adoption of IFRS 16 in 2019, which resulted in an additional $0.2 million in current liabilities related to leased office space when compared to the previous year comparison periods.

The Company will continue to invest funds in building its business to achieve key market and growth targets. The Company has identified a long-term goal of 10% market share of the North American and Latin American advertising distribution market. Currently, the Company's operations are generating positive cash flow and the Company does not anticipate having to raise additional equity capital at this time.

Results of Operations

Summary of Quarterly Results

	Q3 2019	Q2 2019	Q1 2019	Q4 2018
Working capital [(a)]	$ 1,845,368	$ 1,596,188	$ 1,636,766	$ 2,724,443
Revenues	$ 1,959,865	$ 1,987,636	$ 1,633,154	$ 2,005,479
Expenses	$ 1,803,369	$ 2,079,615	$ 2,010,265	$ 1,643,413
Income (loss) for the period	$ 156,496	$ (91,979)	$ (377,110)	$ 362,066
Reconciling items:				
Interest income	$ (4,549)	$ (5,552)	$ (7,433)	$ (4,901)
Interest expense	$ 9,420	$ 33,769	$ 25,964	$ 17,661
Depreciation of property and equipment	$ 88,804	$ 87,224	$ 80,903	$ 24,390
Income tax expense	$ 4,069	$ -	$ 324	$ 6,193
EBITDA (loss)	$ 254,240	$ 23,462	$ (277,352)	$ 405,409
Income (loss) per share - basic	$ 0.00	$ (0.00)	$ (0.01)	$ 0.01
Income (loss) per share - diluted	$ 0.00	$ (0.00)	$ (0.01)	$ 0.01

(a) The Company adopted IFRS 16 – Leases beginning January 1, 2019 using the modified retrospective approach without restating historic financial statements. As at September 30, 2019, the Company has an additional $219,127 in current liabilities related to the current portion of finance lease obligations resulting from the adoption of IFRS 16.

	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Working capital	$ 2,317,519	$ 2,169,189	$ 2,118,059	$ 1,960,841
Revenues	$ 1,735,291	$ 1,797,924	$ 1,949,090	$ 1,909,974
Expenses	$ 1,650,445	$ 1,816,752	$ 1,864,119	$ 1,821,481
Income (loss) for the period	$ 84,846	$ (18,828)	$ 84,971	$ 88,493
Reconciling items:				
Interest income	$ (4,525)	$ (5,391)	$ (2,983)	$ (386)
Interest expense	$ 17,775	$ 18,204	$ 18,600	$ 19,116
Depreciation of property and equipment	$ 27,883	$ 30,659	$ 30,478	$ 30,285
Income tax expense	$ -	$ 389	$ -	$ -
EBITDA (loss)	$ 125,979	$ 25,033	$ 131,066	$ 137,508
Income (loss) per share - basic	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Income (loss) per share - diluted	$ 0.00	$ 0.00	$ 0.00	$ 0.00

EBITDA

For the quarter ended September 30, 2019, the Company's EBITDA was $254,240, which was an increase of $128,261 or 102% year over year and increased by $230,778 or 984% compared to the quarter ended June 30, 2019. The increase in EBITDA from prior year was primarily attributed to an increase in advertising and awards revenue. The increase in EBITDA from the prior quarter was primarily attributed to lower expenditures attributed to lower overhead and salary costs.

Normalized EBITDA

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

	Q3 2019	**Q2 2019**	**Q1 2019**	**Q4 2018**
EBITDA (loss)	$ 254,240	$ 23,462	$ (277,352)	$ 405,409
Reconciling items:				
Stock option expenses	$ 81,534	$ 86,555	$ 96,930	$ 33,567
Foreign exchange loss (gain)	$ (17,260)	$ 61,500	$ 40,058	$ (99,714)
Normalized EBITDA (loss)	$ 318,514	$ 171,517	$ (140,364)	$ 339,262

	Q3 2018	**Q2 2018**	**Q1 2018**	**Q4 2017**
EBITDA (loss)	$ 125,979	$ 25,033	$ 131,066	$ 137,508
Reconciling items:				
Stock option expenses	$ 41,330	$ 66,021	$ 101,095	$ 17,440
Foreign exchange loss (gain)	$ 36,992	$ (42,689)	$ (52,595)	$ (4,069)
Normalized EBITDA (loss)	$ 204,301	$ 48,365	$ 179,566	$ 150,879

For the quarter ended September 30, 2019, the Company's normalized EBITDA was $318,514, an increase of $114,213 or 56% year over year and an increase of $146,997 or 86% compared to the quarter ended June 30, 2019. The increase in normalized EBITDA versus prior year period and prior period are consistent with those of the EBITDA discussed above, excluding the impact of the foreign exchange gains and stock option expenses.

Revenue

For the quarter ended September 30, 2019, revenue was $1,959,865, an increase of $224,574 or 13% over the same period in 2018 (September 30, 2018 - $1,735,291) and decreased by $27,771 or 1% from the previous quarter (June 30, 2019 - $1,987,636).

	Q3 2019	Q3 2018	$ Change	% Change
Advertising Division	$ 1,123,741	$ 1,036,861	$ 86,880	8%
Entertainment Division	$ 836,124	$ 698,430	$ 137,694	20%
Total Revenue	$ 1,959,865	$ 1,735,291	$ 224,574	13%

(i) Advertising

YANGAROO earned advertising revenue of $1,123,741 in the current quarter, which was an increase of $86,880 or 8% over the same period in 2018 (September 30, 2018 - $1,036,861) and a decrease of $60,602 or 5% versus the previous quarter (June 30, 2019 - $1,184,343). The increase from the previous year and quarter was primarily attributed to a ramp up by existing and new advertising clients, and the decrease from the previous quarter was primarily attributed to seasonality which is typical of the slower summer months.

(ii) Entertainment

YANGAROO earned entertainment revenue of $836,124 in the current quarter, representing an increase of $137,694 or 20% over the same period in 2018 (September 30, 2018 - $698,430) and an increase of $32,832 or 4% versus the previous quarter (June 30, 2019 - $803,293). The increase from the prior year is primarily attributed to the adoption of IFRS 15 and a change to recognition of awards revenue on a straight-line basis versus based on milestones. The increase from the prior quarter is primarily attributed to seasonality and the adoption of IFRS 15 as well as slightly higher music delivery volumes and mark-ups in awards revenue prices.

Operating Expenses

	Q3 2019	Q3 2018	$ Change	% Change
Total commission and production costs	$ 80,673	$ 87,772	$ (7,099)	-8%
Total fixed costs:				
Salaries and consulting	$ 1,337,120	$ 1,135,100	$ 202,020	18%
Marketing and promotion	$ 90,367	$ 107,591	$ (17,224)	-16%
General and administrative	$ 196,478	$ 194,108	$ 2,370	1%
Technology development	$ 18,247	$ 47,749	$ (29,502)	-62%
Depreciation of property and equipment	$ 88,804	$ 27,883	$ 60,921	218%
Total fixed costs	$ 1,731,016	$ 1,512,431	$ 218,585	14%
Total operating expenses	$ 1,811,689	$ 1,600,203	$ 211,486	13%

Commission and Production Costs

Total commission and production costs for the quarter ended September 30, 2019 was $80,673 and represents a decrease of $7,099 or 8% from the prior year (September 30, 2018 - $87,772) and a decrease of $5,072 or 6% from the previous quarter (June 30, 2019 - $85,745). Commission and production costs are highly correlated to advertising and entertainment revenue, respectively, and as such trend carefully with these two line items.

Fixed Costs

Total fixed costs for the quarter ended September 30, 2019 was $1,731,016, an increase of $218,586 or 14% over the prior year period (September 30, 2018 - $1,512,431) and a decrease of $173,137 or 9% from the previous quarter (June 30, 2019 - $1,904,154).

(i) Salaries and Consulting

Salaries and consulting expenses for the quarter ended September 30, 2019 were $1,337,120 representing an increase of $202,020 or 18% over the same period in the prior year (September 30, 2018 - $1,135,100) and a decrease of $195,386 or 13% from the previous quarter (June 30, 2019 - $1,532,506). The increase from the prior year is attributed to an increase in head count related to additional technology and sales staff as the Company ramps up its research and development programs and sales growth initiatives primarily in the US advertising sector, respectively. The decrease from the previous quarter is attributed to seasonality and lower head count related overhead expenses.

(ii) Marketing and Promotion

Marketing and promotion expenses for the quarter ended September 30, 2019 were $90,367 representing a decrease of $17,224 or 16% versus the prior year period (September 30, 2018 -

$107,591) and an increase of $18,814 or 26% versus the prior quarter (June 30, 2019 - $71,554). The decrease from prior year is primarily attributed to lower promotional and marketing activities as the Company narrows it focus on key partnerships and events. The increase from prior quarter is primarily attributed to seasonality and timing of activities.

(iii) General and Administrative

General and administrative expenses for the quarter ended September 30, 2019 were $196,478 representing an increase of $2,370 or 1% over the same period in the prior year (September 30, 2018 - $194,108) and an increase of $35,108 or 22% from the previous quarter (June 30, 2019 - $161,370). The increase from the previous quarter is primarily attributed to higher professional advisor fees as they relate to statutory filing and annual shareholder requirements.

(iv) Technology Development

Technology development expenses for the quarter ended September 30, 2019, were $18,247, representing a decrease of $29,502 or 62% over the same period in the prior year (September 30, 2018 - $47,749) and a decrease of $33,253 or 65% from the previous quarter (June 30, 2019 - $51,500). The decrease from the prior year and previous quarter is related to credits recognized on government research and development programs YANGAROO expects to receive for the 2018 and 2019 fiscal periods.

Revenue, Net of Commission and Production Costs

	Q3 2019	**Q3 2018**	**$ Change**	**% Change**
Total revenues	$ 1,959,865	$ 1,735,291	$ 224,574	13%
Total commission and production costs	$ 80,673	$ 87,772	$ (7,099)	-8%
Revenue, net of commission and production costs	$ 1,879,192	$ 1,647,519	$ 231,673	14%

Revenue, net of commission and production costs was $1,879,192 for the quarter ended September 30, 2019, an increase of $231,673 or 14% over the same period in 2018 (September 30, 2018 - $1,647,519) and a decrease of $22,699 or 1% from the previous quarter (June 30, 2019 - $1,901,891). See above variance analysis on revenues and variable costs.

Net Loss and Comprehensive Loss

The Company earned net income and comprehensive income of $156,496 in the current period, an increase of $71,650 or 84% from the same period in the prior year (September 30, 2018 – $84,846) and an increase of $248,475 or 270% versus the prior period (June 30, 2019 – net loss of $91,979). The reasons for the changes from prior year and prior period are consistent with those of the EBITDA and normalized EBITDA discussions above. Additionally, see above variance analysis on revenues and operating expenditures.

Corporate Activities

On January 10, 2019, the Company announced a grant of stock options in accordance with the terms and conditions of the Company's Stock Option Plan to certain officers, directors, employees and consultants of the Company, to purchase an aggregate of 2,155,000 common shares in the capital stock of the Company, following the expiration of 1,535,000 stock options in the final quarter of 2018. The stock options are exercisable for a period of five years from the date of grant at a price of $0.155 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 February 20, 2019, the Company announced that it has appointed Dom Kizek as Chief Financial Officer of the Company. The Company granted Mr. Kizek 100,000 stock options, which are exercisable for a period of five years from the date of grant at a price of $0.15 per share. Following 10% of the stock 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. Mr. Kizek succeeds Michael Galloro, who has resigned from his role as Chief Financial Officer. The Company thanks Michael Galloro and the ALOE Finance team for their services.

On May 22, 2019, the Company announced it closed a $750,000 revolving demand loan facility and a $150,000 lease facility (together, the "Loan Facility"). The revolving demand loan facility has a maximum draw capacity of $750,000 bearing interest at prime plus 0.5 percent per annum. Borrowings under the revolving demand loan facility are due on demand and are secured by a general security agreement. The lease facility has a maximum draw capacity of $150,000 bearing interest at 5.0 percent, with payment terms over 2-4 years.

On June 18, 2019, the Company announced a grant of stock options in accordance with the terms and conditions of the Company's Stock Option Plan to certain officers and directors of the Company, to purchase an aggregate of 775,000 common shares in the capital stock of the Company. The stock options are exercisable 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 June 3, 2019, the Company completed the early repayment of debentures in conjunction with the closing of the Loan Facility. Repayment amount of $613,472 included $113,472 in accrued interest.

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 income (loss) and can be computed as revenues less salaries and consulting expenses and property, technology, marketing and administration expenses.

Revenue, net of commission and production costs as defined by the Company means total revenues less total commission and production costs, excluding fixed costs. Revenue, net of commission and production costs is derived from the statements of comprehensive income (loss), and can be computed as total revenues, including advertising, music audio & video, awards management and licensing revenue streams, less total commission and production costs, including commission costs related to sales personnel, and post-production 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 revenue, net of commission and production costs excludes fixed costs.

Working capital as defined by the Company means current assets less current liabilities.

The Company believes EBITDA, revenue, net of commission and production costs, and working capital, are useful measures because they provide information to both management and investors with respect to the operating and financial performance of the Company.

Share Capital

The following securities were outstanding as at November 6, 2019:

Common shares	61,134,140
Warrants	500,000
Stock Options	6,717,500

Liquidity Risk and Capital Resources

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipating investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses. To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary.

As at September 30, 2019, the Company had a cash balance of $1,705,415 and working capital of $1,845,368.

The Company also has available a revolving loan facility of $750,000 with undrawn capacity at September 30 2019 of $nil. Borrowings are due on demand and bear interest at prime plus 0.5% per annum and are secured by a general security agreement.

As at September 30, 2019 the Company had no capital commitments, other than as disclosed in the financial statements.

Off-Balance Sheet Arrangements

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

Related Party Transactions

Key management personnel are comprised of the Company's directors and executive officers. In addition to their salaries, key management personnel also participate in the Company's share option program. Details are disclosed in the financial statements.

In addition, during the year ended December 31, 2017, the Company issued debentures with a principal amount of $100,000 and issued 100,000 bonus warrants to a director of the Company pursuant to an offering of secured, non-convertible debentures for aggregate gross proceeds of $500,000, completed on February 24, 2017. The debentures were repaid in full on June 3, 2019 (see above for further detail).

New Standards and Accounting Policies

The Company adopted the following standards during the period ended September 30, 2019:

In January 2016, the IASB issued IFRS 16 "Leases" ("IFRS 16"), which replaces IAS 17 "Leases", and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for most leases on its balance sheet, as well as corresponding depreciation and interest expense. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17.

The Company typically leases office space for fixed periods of 1-5 years but may have extension options. The lease terms are negotiated on an individual basis and contains a wide range of different terms and conditions. The lease agreements do not impose any covenants, but the leased assets may not be used as security for borrowing purposes.

Until the 2018 financial year, leases of property, plant and equipment were classified as either finance or operating leases. Payments made under operating leases were charged to profit or loss on a straight-line basis over the period of lease.

Effective January 1, 2019, leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. The lease liability is measured at amortized cost using the effective interest method. The finance cost is charged to profit and loss and right-of-use asset depreciated over the shorter of the life of the asset and the lease term on a straight-line basis.

The Company adopted IFRS 16 for the annual period beginning January 1, 2019 using the modified retrospective approach without restating the financial statements on a retrospective basis. The Company assessed the impact of the new standard on its systems and processes and evaluated the practical expedients and policy choices that are available under the standard. As such, the Company has elected not to recognize assets and lease liabilities for short-term leases, that have a lease term of 12 months or less, and leases of low-value assets. Lease payments associated with these leases will be recognized as a straight-line expense over the lease term.

Adoption of IFRS 16 resulted in the recognition of additional lease liabilities and right-of-use assets on the balance sheet, a corresponding increase in depreciation and interest expense representing the accretion of the discount on the lease liability, and a decrease in lease and rental expenses. Cash flow from operating activities is increased under IFRS 16 as lease payments for additional right-of-use asset leases are be recorded as financing outflows in the statement of cash flows. The liabilities were measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate as of January 1, 2019. The weighted average incremental borrowing rate applied to the lease liabilities on January 1, 2019 was 4.5%, consistent with the Company's incremental cost of capital and other finance leases in place.

For leases previously classified as finance leases the Company recognized the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right-of-use asset and the lease liability at the date of initial application. The measurement principles are only applied after that date and did not result in any measurement adjustments as all leases identified do not have material residual value guarantees, variable lease rates or expected term renewals at transition.

The Company's only additional right-of-use leased assets recognized at transition were property leases. The associated right-of-use assets for property leases were measured on a modified retrospective basis as if the new rules had always been applied. There are no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

	January 1, 2019
Operating lease commitments disclosed as at December 31, 2018	$ 839,027
Operating leases discounted using incremental borrowing rate at initial application	$ 804,134
Add: finance lease liabilities recognized at December 31, 2018	$ 88,628
Total	$ 892,762

	January 1, 2019
Current lease liabilities	$ 263,702
Non-current lease liabilities	$ 629,060
Total	$ 892,762

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, functional currency, and collectability of accounts receivable. Please refer to the condensed interim financial statements for the three and nine months ended September 30, 2019 and 2018.

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

- Customer concentration risk
- 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
- Execution of business strategy is subject to operational and technical problems that may arise due to software and hardware errors
- Growth strategy is dependent upon expanding our products into new business areas and geographic markets

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

Approval by the Board of Directors

The Board of Directors approved the contents of this MD&A on November 6, 2019. Disclosure contained in this document is current to this date, unless otherwise stated.

Other Information

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

CORPORATE INFORMATION

Address
YANGAROO Inc.
67 Mowat Avenue, Suite 535
Toronto, Ontario, Canada, M6K 3E3
Phone: 416-534-0607
Website: www.yangaroo.com

Board of Directors

Anthony Miller	*Chair, Member of Audit Committee & Compensation Committee (Chairman)*
Gary Moss	*Chief Executive Officer, President & Secretary*
Gerry Hurlow	*Member of Audit Committee (Chairman) & Compensation Committee*
Phil Benson	*Member of Audit Committee & Compensation Committee*

Officers

Gary Moss	*Chief Executive Officer, President & Secretary*
Dom Kizek	*Chief Financial Officer*
Richard Klosa	*Chief Technology Officer*
Grant Schuetrumpf	*President, Advertising*
Adam Hunt	*Senior Vice President - Entertainment*

Stock Exchange Listing

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

Registrar and Transfer Agent
Computershare
100 University Ave., 8th Floor
Toronto, Ontario, Canada M5J 2Y1
Phone: 1-800-564-6253 Fax: 1-888-453-0330

Auditors
RSM Canada LLP
11 King Street West, Suite 700
Toronto, Ontario, Canada M5H 4C7
Phone: 416-480-0160 Fax: 416-480-2646

Legal Counsel
ECS Law Professional Corporation
2425 Matheson Boulevard E., 8th Floor
Mississauga, Ontario, Canada L4W 5K4
Phone: 416-966-2188 Fax: 1-866-295-9834