



67 Mowat Avenue, Suite 535, Toronto, Ontario, Canada M6K 3E3  
Tel: 416-534-0607 Fax: 416-534-9427  
www.yangaroo.com

## NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of shareholders of Yangaroo Inc. (the “**Corporation**”) will be held at 4:30p.m. (Toronto time) on June 28, 2022 **by teleconference only** by calling in to **1 (888) 892-3255**, toll-free, for the following purposes, as further described in the accompanying management information circular dated May 10<sup>th</sup>, 2022 (the “**Circular**”):

1. to receive and consider the audited financial statements of the Corporation for the year ended December 31, 2021, together with the report of the auditors thereon;
2. to elect four (4) directors;
3. to appoint Baker Tilly WM LLP as auditors of the Corporation and to authorize the directors to fix the auditor's remuneration;
4. to consider, and if deemed advisable, pass with or without variation, a resolution of shareholders ratifying the Corporation's amended and restated shareholder rights plan;
5. to consider, and if deemed advisable, pass with or without variation, a majority of the minority vote resolution to approve the amendment of an amended and restated Omnibus Incentive Plan as more particularly described in the Circular, subject to the approval of the TSX Venture Exchange; and
6. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

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, beginning on page 22 of the Circular.

### INFORMATION ABOUT THE MEETING

**LOCATION AND FORUM: THE CORPORATION HAS ELECTED TO HOLD THE MEETING BY TELEPHONE ONLY.** The shareholders of the Corporation passed an ordinary resolution at the Corporation's previous annual general and special meeting of the shareholders held on June 11, 2020 confirming the Corporation's ability to hold shareholder meetings by telephonic or electronic means only, provided shareholders are able to vote or establish a communications link to the meeting, in which event each shareholder that calls in will be considered to be present at the meeting, which will be deemed to take place at the office of the Corporation.

**To join the Meeting via teleconference, please dial: 1-888-892-3255. Please note that due to issues related to verifying the identity of individuals via teleconference, there will be no in person voting during the teleconference except by show of hands (or the equivalent by phone), unless a ballot is required or demanded, in which case an adjournment of the Meeting may be required. If you intend to join the Meeting via teleconference (or if you will not attend the Meeting) and wish to exercise your right to vote, vote on these matters prior to the Meeting by submitting your proxy in accordance with the instructions contained herein and in the proxy.**

**RECORD DATE:** The record date (the “**Record Date**”) for determination of shareholders entitled to receive notice of and to vote on the matters before the Meeting is the close of business on May 13, 2022. Only the registered shareholders whose names have been entered in the register of holders of common shares of the Corporation (the “**Common Shares**”) on the close of business on the Record Date are entitled to receive notice of and to vote on the matters before the Meeting. Each shareholder will be entitled to one vote for each Share.



**METHODS OF VOTING:** If you are a Registered Shareholder and wish to exercise your right to vote, please submit your proxy: (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 (subject to applicable laws, policies, guidelines or recommendations imposed by federal, provincial and local municipal government(s) in relation to COVID-19) (c) over the internet by going to [www.investorvote.com](http://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 Friday, June 24<sup>th</sup>, 2022** or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned meeting. **If you are a non-registered holder of the Common Shares** and have received these materials from Computershare Investor Services Inc. or through your broker, custodian, nominee or other intermediary, **in order to exercise your right to vote, please complete and return the form of proxy or voting instruction form** provided to you in accordance with the instructions provided therein.

**NOTICE AND ACCESS:** 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](http://www.sedar.com) or website at: <https://yangaroo.com/investor-relations/>

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:** Requests for paper copies must be received at least 10 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.**

**DATED** at Toronto, Ontario, this 10<sup>th</sup> day of May, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) “Anthony Miller”  
Chairman of the Board of Directors