YANGAROO INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

QUARTER ENDED MARCH 31, 2023

(EXPRESSED IN UNITED STATED DOLLARS)

Introduction

Unless the context suggests otherwise, references to "the Company", "Yangaroo", 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 months ended March 31, 2023 and 2022 and the audited financial statements and related notes for the years ended December 31, 2022 and 2021 (the "Financial Statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS"). The information below is prepared in accordance with IFRS and are presented in United States dollars, unless otherwise noted.

Forward-Looking Statements

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, outlook, revenue guidance, EBITDA guidance, and results of operations. These statements are considered "forward-looking" because they are based on current expectations of the Company's business, in those markets in which it operates, and on various estimates and assumptions.

These forward-looking statements describe the Company's expectations at May 25, 2023. 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 is a technology provider in the media and entertainment industry, offering a cloud-based software platform for the management and distribution of digital media content. Yangaroo's Digital Media Distribution System ("DMDS") platform is a patented cloud-based platform that provides customers with a centralised and fully integrated workflow directly connecting radio and television broadcasters, digital display networks, and video publishers for centralised digital asset management, delivery and promotion. DMDS is used across the advertising, music, and entertainment awards show markets.

YANGAROO Inc. is a publicly listed company incorporated on July 28, 1999 under the laws of Ontario as Musicrypt.com Inc. and changed to its present name on July 17, 2007. YANGAROO trades on the TSX Venture Exchange ("TSX-V") under the symbol YOO and in the U.S. under OTCPK: YOOIF.

The address of the Company's corporate office and principal place of business is 360 Dufferin Street, Suite 203, Toronto, Ontario, M6K 3G1.

Outlook and First Quarter Update

Business Update

We are pleased to report that the first quarter is off to a positive start for 2023. The first quarter of 2023 showed significant advancements with respect to operating income and cash-flow generation, as compared to prior-year quarter losses, and improved sales volume and revenue, when adjusted for seasonality. Although sales were down on a year-on-year basis, each division is showing positive signs of recovery from a challenging previous 12-months.

The Advertising Division increased delivery volumes and sales on a per customer basis which is a positive sign of a market recovery in advertising creative production and campaign volumes. The Awards Division results were marginally down compared to this time in the prior-year, however, the result attributed to the timing of our award show customers and we expect to recover and exceed prior-year Awards Division revenue in 2023. The Music Division revenue was down, on a year-over-year basis, mostly due to fewer new music video deliveries by the major record labels. Music audio deliveries were relatively flat on a year-over-year basis.

- Advertising Division
  - Revenue of $1,434,590 in Q1'23 versus revenue of $1,466,655 in Q1'22

- Entertainment Group (Music & Awards Divisions)
  - Revenue of $410,663 in Q1'23 versus revenue of $522,387 in Q1'22

Grant Schuetrumpf, CEO of Yangaroo, commented, "We are encouraged by the progress made in stabilizing our business after a challenging 2022, as reflected in the consecutive and sequential quarters of Normalized EBITDA generation. Moreover, we have observed modest improvements in business development and sales opportunities compared to the same period in the previous year. With a cautious and realistic approach, we remain committed to carefully capitalizing on these prospects to foster steady growth in the future.

To drive new revenues across our divisions, we have taken a measured and realistic approach to capture the new opportunities. With the Advertising Division, we have expanded our solution to include TV Legal Clearance, Analytics, increased post-production capabilities, and overall platform improvements and other technology integrations. We expect this expansion to create greater opportunities. For the Music Division, we acknowledge the volume challenges faced in early Q1'23, specifically with large record-label music video releases. However, we are pleased to note an improvement in volume towards the end of the quarter. We remain dedicated to developing the music division and enhancing the user experience to maximize their music promotion opportunities. Furthermore, our Award Shows Division is actively working on completing the new Awards technology, which will enable us to offer a comprehensive solution to a broader market, thereby extending our reach and potential."

- Operating Expenses and Normalized EBITDA

  - The Company completed additional head-count reductions in the current quarter and incurred restructuring expenses of $138,513. Continued reductions in head-count resulted in a salary expenses of $1,233,466 or a savings of $563,071 versus the first quarter of 2022.

  - Technology, production, and marketing and promotional expenses continued to decline with savings of $103,177 versus the first quarter of 2022 resulting from continued efforts to reduce over-head expenditures.

  - Second consecutive quarter of significant Normalized EBITDA; the Company generated $116,143 of Normalized EBITDA in Q1'23 and $833,974 of Normalized EBITDA in Q4'22.

Dom Kizek, CFO of Yangaroo, commented, "We continued to right-size the business in the first quarter of 2023 with the implementation of an additional restructuring round. This included another round of head-count reductions and elimination of non-core over-head expenditures. Additionally, we generated strong positive EBITDA for the second consecutive quarter and continue to be focused on generating strong cash-flows and EBITDA on a go forward basis."

Looking into the remainder of 2023, Yangaroo remains focused on executing its growth strategy, expanding its customer base, and continuing to invest in its platform. While the advertising and entertainment markets remain unstable and uncertain, the Company is well-positioned to capitalize on organic and non-organic growth opportunities.

Q1'2023 Financial Highlights

- Revenue in Q1'2023 was $1,845,253 compared to $2,097,353 and $1,989,042 in the fourth quarter of 2022 and the first quarter of 2022, respectively.

  - Revenue decreased by $252,100 or 12% versus Q4'2022. The decrease in revenue was due to lower Advertising revenue with a decrease of $85,306 or 6%, and by lower Music and Awards revenue with a decrease of $166,794 or 29%. The decrease in Advertising revenue is attributed to seasonality with the prior fourth quarter typically being the highest volume and spend period while the first quarter of the year is typically much lower volume period. The decrease in Music revenue is also primarily attributed to seasonality as the first quarter is typically a slower period for independent artists and music labels. The decline in Awards revenue is primarily attributed to cyclicality in our customer's award show schedules which typically peak in the summer periods.

- Revenue decreased by $143,789 or 7% versus Q1'2022. The decrease in revenue is primarily attributed to lower Advertising revenue of $32,066 or 2% as well as decreased Awards and Music revenue of $111,724 or 21%. The primary factors affecting advertising sales in the current quarter were an expectation of a recession in the United States and Canada, which adversely impacts our customers' marketing and advertising budgets, inflationary environment adversely impacting consumer spending power, and the macro-environment and supply chain issues adversely impacting inventory in the automotive and other manufacturing industries. The decline in Awards revenue is primarily attributed to structural changes to award show schedules resulting from a COVID-19 to a post-COVID-19 environment.

➢ Operating expenses in Q1'2023 were $2,100,123 compared to $1,426,919 and $2,492,222 in the fourth quarter of 2022 and the first quarter of 2022, respectively.

- Operating expenses increased by $673,204 or 47% versus Q4'2022. The increase in operating expenses is primarily attributed to significantly higher salaries and related costs partially off-set by lower legal and professional services fees. The increase in salaries and related costs is primarily attributed to one-time employment tax credit of approximately $538,019 that the Company recognized in the fourth quarter of 2022. This employment tax-credit is non-recurring and we expect to collect the full proceeds by the end of the second half of 2023.

- Operating expenses decreased by $392,099 or 16% versus Q1'2022. The decrease in operating expenses is primarily attributed to a reduction of employee headcount, enacted primarily in the first half of 2022, which is fully realized in 2023, and a continued focus on lower marketing and technology spend as part of the Company's cash saving measures. Savings in salaries, technology, and marketing expenditures were off set by higher legal and professional fees related to ongoing acquisition and restructuring matters.

➢ Normalized EBITDA in Q1'2023 was $116,143 in comparison to normalized EBITDA of $833,974 in the fourth quarter of 2022 and normalized EBITDA loss of $259,847 in the first quarter of 2022.

- Normalized EBITDA decreased by $717,831 compared to Q4'2022. The decrease is primarily attributed to the lower Advertising revenues, primarily attributed to seasonality and lower customer volumes, and significantly higher operating expenses, primarily attributed to previous quarter's employment tax credit recognition.

- Normalized EBITDA increased by $375,990 compared to Q1'2022. The increase is primarily attributed to significantly lower operating expenses, primarily attributed to reduced salaries and marketing and technology costs, as discussed in further detail above.

Results of Operations

Summary of Quarterly Results

	Q1 2023	Q4 2022	Q3 2022	Q2 2022
Cash and cash equivalents	$ 204,604	$ 296,748	$ 346,744	$ 607,289
Working capital (deficiency)	$ (224,819)	$ 217,710	$ (1,701,222)	$ (1,517,889)
Liquidity	$ 781,378	$ 737,680	$ 639,320	$ 1,033,533
Revenue	$ 1,845,253	$ 2,097,353	$ 1,733,140	$ 1,915,307
Operating expenses	$ 2,100,123	$ 1,426,919	$ 1,987,591	$ 2,259,186
Other expenses (income)	$ 109,749	$ 148,123	$ (109,995)	$ (2,133,145)
Income (loss) for the period	$ (364,619)	$ 522,311	$ (144,456)	$ 1,789,266
Income (loss) per share - basic	$ (0.01)	$ 0.01	$ (0.00)	$ 0.03
Income (loss) per share - diluted	$ (0.01)	$ 0.01	$ (0.00)	$ 0.03
EBITDA	$ (13,324)	$ 816,075	$ 108,087	$ 2,047,149
EBITDA Margin %	-0.72%	38.91%	6.24%	106.88%
Normalized EBITDA (loss)	$ 116,143	$ 833,974	$ 2,205	$ (42,766)
Normalized EBITDA Margin %	6.29%	39.76%	0.13%	-2.23%

	Q1 2022	Q4 2021	Q3 2021	Q2 2021
Cash and cash equivalents	$ 783,159	$ 768,251	$ 1,271,871	$ 1,036,381
Working capital	$ (1,649,976)	$ 911,861	$ 1,985,484	$ 1,996,580
Liquidity	$ 1,862,483	$ 2,148,594	$ 2,645,390	$ 2,448,355
Revenue	$ 1,989,042	$ 2,305,594	$ 2,429,867	$ 1,759,691
Operating expenses	$ 2,492,222	$ 2,611,535	$ 2,405,178	$ 1,659,981
Other expenses (income)	$ 94,395	$ 24,783	$ (33,797)	$ 147,983
Income (loss) for the period	$ (597,575)	$ (330,724)	$ 58,486	$ (48,273)
Income (loss) per share - basic	$ (0.01)	$ (0.01)	$ 0.00	$ (0.00)
Income (loss) per share - diluted	$ (0.01)	$ (0.01)	$ 0.00	$ (0.00)
EBITDA	$ (340,172)	$ (99,125)	$ 329,554	$ 92,454
EBITDA Margin %	-17.10%	-4.30%	13.56%	5.25%
Normalized EBITDA (loss)	$ (259,847)	$ (164,899)	$ 338,404	$ 528,285
Normalized EBITDA (loss) Margin %	-13.06%	-7.15%	13.93%	30.02%

Revenue

For the quarter ended March 31, 2023 revenue was $1,845,253, a decrease of $143,789 over the same period in 2022 and a decrease of $252,101 from the previous quarter (December 31, 2022 - $2,097,353).

	Q1 2023	Q1 2022	$ Change	% Change
Advertising Division	$ 1,434,590	$ 1,466,655	$ (32,065)	-2%
Entertainment Division	$ 410,663	$ 522,387	$ (111,724)	-21%
Total Revenue	$ 1,845,253	$ 1,989,042	$ (143,789)	-7%

(i) Advertising

The Company earned advertising revenue of $1,434,590 in the current quarter, a decrease of $32,065 over the same period in 2022 and a decrease of $85,307 versus the previous quarter (December 31, 2022 - $1,519,897). The decrease from the previous year is primarily attributed to a slow-down in the advertising industry and corresponding decline in our customer volumes. The decrease in Advertising revenue as compared to the previous quarter is a result of higher customer volumes driven by seasonality in the previous quarter while the beginning of the year is typically slower.

(ii) Entertainment

The Company earned entertainment revenue of $410,663 in the current quarter, representing a decrease of $111,724 over the same period in 2022 and a decrease of $166,794 versus the previous quarter (December 31, 2022 - $577,457). The decrease from the prior year is primarily attributed to seasonal activity in Awards as well as lower volumes amongst Music customers.

Operating Expenses

	Q1 2023		Q1 2022		$ Change		% Change
Salaries and consulting	$	1,233,466	$	1,796,538	$	(563,072)	-31%
Marketing and promotion	$	48,419	$	77,001	$	(28,582)	-37%
General and administrative	$	312,842	$	204,881	$	107,961	53%
Technology development	$	134,383	$	208,978	$	(74,595)	-36%
Depreciation of property and equipment	$	232,500	$	204,824	$	27,676	14%
Restructuring	$	138,513	$	-	$	138,513	100%
Total operating expenses	$	2,100,123	$	2,492,222	$	(392,099)	-16%

Total operating expenses for the quarter ended March 31, 2023 were $2,100,123, a decrease of $392,099 over the prior year period and an increase of $673,604 from the previous quarter (December 31, 2022 - $1,426,519).

(i) Salaries and Consulting

Salaries and consulting expense for the quarter ended March 31, 2023 was $1,233,466 representing a decrease of $563,072 over the same period in the prior year and an increase of $611,542 from the previous quarter (December 31, 2022 - $621,924). The increase in salaries and consulting costs compared to the previous period is primarily related to a one-time, non-recurring, employment tax credit of $538,019 recognized in Q4'2022. Additionally, the continued impact of a significant restructuring, undertaken in the first half of 2022, resulted in a lower employee expenditure during this period.

(ii) Marketing and Promotion

Marketing and promotion expense for the quarter ended March 31, 2023 was $48,419, representing a decrease of $28,582 versus the prior year period and a decrease of $3,146 versus the prior quarter (December 31, 2022 - $51,565). The decrease from the previous year period and the prior quarter are primarily resulting from lower marketing and sales activities as the Company scales down its cost profile.

(iii) General and Administrative

General and administrative expenses for the quarter ended March 31, 2023 were $312,842 representing an increase of $107,961 over the same period in the prior year and a decrease of $156,916 from the previous quarter (December 31, 2022 - $469,758). The increase compared to the same period in the prior year is primarily related to additional professional services fees as they related to ongoing acquisition and restructuring matters.

(iv) Technology Development

Technology development expense for the quarter ended March 31, 2023, was $134,383 representing a decrease of $74,595 over the same period in the prior year and an increase of $11,842 from the previous quarter (December 31, 2022 - $122,541). The decrease from the prior year quarter is primarily attributed to cost savings and realized synergies from the DMS acquisition as well as ongoing savings resulting from the assessment of third-party software, hardware and cloud requirements.

Net Income (loss) and Comprehensive Income (Loss)

The Company generated net and comprehensive loss of $364,619 in the current quarter, an increase of $232,967 from the same period in the prior year and a decrease of $886,347 versus the previous quarter (December 31, 2022 – net income of $522,728). The reasons for the changes from the prior year and previous quarter are consistent with those of Revenue and Operating Expense discussions, above.

Normalized EBITDA

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

	Q1 2023	Q4 2022	Q3 2022	Q2 2022
Income (loss) for the period	$ (364,619)	$ 522,311	$ (144,456)	$ 1,789,266
Reconciling items:				
Interest income	$ -	$ (31,275)	$ (115)	$ (18)
Interest expense	$ 118,795	$ 91,555	$ 71,389	$ 54,161
Depreciation of property and equipment	$ 232,500	$ 219,342	$ 181,269	$ 203,740
Income tax expense	$ -	$ 14,142	$ -	$ -
EBITDA (loss)	$ (13,324)	$ 816,075	$ 108,087	$ 2,047,149
Reconciling items:				
Stock option expenses	$ -	$ 2,406	$ 3,586	$ 3,809
Acquisition fees	$ -	$ -	$ -	$ -
Restructuring expenses	$ 138,513	$ (58,208)	$ 71,801	$ 93,564
Foreign exchange loss (gain)	$ 19,445	$ 41,340	$ (181,269)	$ (73,401)
Fair value loss (gain) on revaluation of embedded derivative	$ (28,491)	$ 32,361	$ -	$ -
Fair value gain on contingent consideration	$ -	$ -	$ -	$ (2,113,887)
Normalized EBITDA (loss)	$ 116,143	$ 833,974	$ 2,205	$ (42,766)
Normalized EBITDA Margin %	6.29%	39.76%	0.13%	-2.23%

	Q1 2022	Q4 2021	Q3 2021	Q2 2021
Income (loss) for the period	$ (597,575)	$ (330,724)	$ 58,486	$ (48,273)
Reconciling items:				
Interest income	$ (19)	$ -	$ (139)	$ (35)
Interest expense	$ 52,598	$ 62,964	$ 64,813	$ 25,938
Depreciation of property and equipment	$ 204,824	$ 162,016	$ 206,394	$ 114,824
Income tax expense	$ -	$ 6,619	$ -	$ -
EBITDA (loss)	$ (340,172)	$ (99,125)	$ 329,554	$ 92,454
Reconciling items:				
Stock option expenses	$ 38,509	$ 104,024	$ 66,886	$ 4,387
Acquisition fees	$ -	$ (124,997)	$ 40,714	$ 309,363
Restructuring expenses	$ -	$ -	$ -	$ -
Foreign exchange loss (gain)	$ 41,816	$ (44,801)	$ (98,750)	$ 122,081
Normalized EBITDA (loss)	$ (259,847)	$ (164,899)	$ 338,404	$ 528,285
Normalized EBITDA (loss) Margin %	-13.06%	-7.15%	13.93%	30.02%

For the quarter ended March 31, 2023, the Company's normalized EBITDA of $116,143 represents an increase of $375,990 year over year and a decrease of $717,831 compared to the quarter ended December 31, 2022. The increase in normalized EBITDA versus the prior year is primarily attributed to factors as described above as they relate to significantly lower expense profiles. The decrease in normalized EBITDA versus the prior quarter is primarily attributed to factors as described above as there was lower Advertising revenues, primarily attributed to seasonality and lower customer volumes, and significantly higher operating expenses, primarily attributed to previous quarter's one-time tax employment tax credits

Intangible Assets – Development Costs

During the three months ended March 31, 2023, we capitalized product development costs of $153,623 (March 31, 2022 – $160,360). The significant capitalized projects for the three months period ended March 31, 2023 consisted of new features in the Advertising, Awards, and Music platforms, such as continued development of the Analytics and Clearance solutions and redesigned Judge and Submission platform for Awards. In assessing whether costs can be capitalized for improvements, we exercise significant judgement when considering the extent of the improvement and whether it is substantial, whether it is sufficiently separable and whether expected future economic benefits are derived from the improvement itself. Factors considered in assessing the extent of the improvement include, but are not limited to, the degree of change in functionality and the impact of the project on the ability that we will be able to attract customers to our products and increase customer engagement with our products. Costs that do not meet these criteria, such as enhancements and routine maintenance, are expensed when incurred. Future economic benefits from these capitalized projects include net cash flows from future advertising and music revenue, which are dependent upon our ability to attract customers to our products and increase customer engagement with our products, and may also include anticipated cost savings, depending upon the nature of the development project.

Corporate Activities

On December 2, 2022, the Company completed the Amendment of its term loan agreement with the National Bank of Canada. The agreement amends certain terms, such as the termination of certain credit facilities, a six-month principal holiday period beginning on January 1, 2023 during which the Company is required to pay interest only on its term loan facility, an increase in the interest rate from National Bank Prime Rate plus 2.45% to National Bank Prime Rate plus 4.45% on its term loan facility, and the amendment of certain covenants, ratios, and reporting requirements. As a result of the Amendment, the Company is in good standing with respect to its obligations to the National Bank of Canada as of December 31, 2022.

On December 2, 2022, in conjunction with the completion of the Amendment to its term loan agreement, the Company closed a non-brokered private placement consisting of CAD $500,000 of unsecured, convertible debentures. This Convertible Debenture Financing will mature on November 30, 2027, with each CAD $1,000 debenture bearing interest of National Bank of Canada prime rate plus 8.00% with interest payable semi-annually. The holders of the debentures will be entitled to convert the principal amount at any time prior to maturity into common shares of Yangaroo at the conversion price of CAD $0.10 per share.

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. 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, administration expenses and any non-recurring items.

Normalized EBITDA as defined by the Company means EBTIDA adjusted for one-time non-recurring items or non-cash item such as stock based compensation expenses, foreign-exchange expenses, gain or loss on revaluation of embedded derivative liability and gain on revaluation of contingent consideration.

EBITDA Margin and Normalized EBITDA Margin as defined by the Company means EBITDA and Normalized EBITDA, respectively, as a percentage of revenue.

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

Liquidity as defined by the Company means cash and cash equivalents plus available capacity in the Company's revolving credit facility.

The Company believes EBITDA, EBITDA margin, revenue, operating expenses, liquidity, 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 of the date of this MD&A:

Common Shares	62,437,140
Warrants	-
Stock Options	2,513,000
Restricted Share Units	-

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, and 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 expenditure budgets, which are regularly monitored and updated as considered necessary.

As at March 31, 2023, the Company had a cash balance of $204,604 and working capital deficiency of $224,819.

As at March 31, 2023 the Company had no capital commitments other than as disclosed in the financial statements.

The Company has a revolving demand loan facility in the amount of $1,292,025 or CAD $1,750,000 (with $716,361 or CAD $969,496 drawn down as at March 31, 2023. Borrowings are due on demand and bear interest at the bank's prime rate plus 1.95% per annum.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

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 notes to the Financial Statements

Critical Accounting Policies and Estimates

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement 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, collectability of accounts receivable, leases and capitalized development costs and contingent consideration. Please refer to the Financial Statements for further information.

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.

Disclosure of Internal Controls

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risk Management

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

1. Financial Risk Management

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

2. Operational Risks

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

3. Non-Financial Risks

- Heavy reliance 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, on recommendation of the Audit Committee, approved the content of this MD&A on May 25, 2023. 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
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Board of Directors

Anthony Miller	*Chair of the Board of Directors, Member of Audit Committee & Compensation Committee*
H. Shepard Boone	*Chair of Compensation Committee & Member of Audit Committee*
Phil Benson	*Chair of Audit Committee & Member of Compensation Committee*
Grant Schuetrumpf	*Chief Executive Officer*

Officers

Grant Schuetrumpf	*Chief Executive Officer, President*
Dom Kizek	*Chief Financial Officer, Corporate Secretary*
Richard Klosa	*Chief Technology Officer*
Adam Hunt	*Senior Vice President, Entertainment*

Stock Exchange Listing

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

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