YANGAROO INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

QUARTER ENDED JUNE 30, 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 and six months ended June 30, 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 August 24, 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 Second Quarter Update

Business Update

The second 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. The Advertising Division increased delivery volumes in the quarter was mostly due to a significant client's increase in campaign activity, which has now been completed. The Awards Division results were down compared to this time in the prior year. The result is attributed to the timing of our award shows and is expected 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 major record labels. Music audio deliveries continue to be only marginally down on a year-over-year basis, attributed to a slower start to the year than historical trends.

- Advertising Division
  - Revenue of $1,583,809 in Q2'23 versus revenue of $1,250,277 in Q2'22

- Entertainment Group (Music & Awards Divisions)
  - Revenue of $588,721 in Q2'23 versus revenue of $665,030 in Q2'22

Grant Schuetrumpf, CEO of Yangaroo, stated, "We are pleased with the progress we've achieved in stabilizing our operations after the challenges of 2022. This progress is evident in the consecutive and sequential quarters of Normalized EBITDA generation. Additionally, we've observed modest advancements in business development and sales opportunities compared to last year's period. Our approach remains cautious and grounded as we strategically leverage these prospects for gradual growth in the future.

To fuel new revenue streams across our divisions, we've taken a pragmatic and attainable approach to capitalize on emerging opportunities. Within the Advertising Division, our efforts encompass an expanded solution offering, including TV Legal Clearance, Analytics, amplified post-production capabilities, and overall platform enhancements alongside technology integrations. This expanded scope is anticipated to pave the way for more substantial opportunities. While the Music Division encountered volume challenges early in Q1'23, especially with significant record-label music video releases, we are encouraged by a volume uptick towards the quarter's end. Our dedication to nurturing the music division and elevating user experiences persists, aimed at optimizing music promotion possibilities. Moreover, our Award Shows Division is diligently working on finalizing the new Awards technology, a development that positions us to provide a comprehensive solution to a broader market, thus 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 $49,384. Continued reductions in head-count resulted in a salary expenses of $1,344,064 or a savings of $163,759 versus the second quarter of 2022.

- Technology and production expenses continued to decline with savings of $48,569 versus the second quarter of 2022 resulting from continued efforts to reduce over-head expenditures.

- Third consecutive quarter of significant Normalized EBITDA; the Company generated $526,202 of Normalized EBITDA in Q2'23, $116,143 of Normalized EBITDA in Q1'23 and $833,974 of Normalized EBITDA in Q4'22.

Approaching the latter part of 2023, Yangaroo maintains its commitment to pursue its growth strategy diligently. This involves actively broadening its customer base and consistently investing in its platform. Although linear advertising delivery needs are decreasing due to the known technological shift towards CTV, Yangaroo remains uniquely positioned to offset the impact by an increase new customer sign-ups. The music promotion services continue to show gradual improvement, aligning more closely with budget expectations. The Company is well-positioned to capitalize on both organic and strategic paths for growth, leveraging its current market positions.

Q2'2023 Financial Highlights

- Revenue in Q2'2023 was $2,172,530 compared to $1,845,253 and $1,915,307 in the first quarter of 2023 and the second quarter of 2022, respectively.

    - Revenue increased by $327,277 or 18% versus Q1'2023. The increase in revenue was due to increased Advertising revenue with an increase of $149,219 or 12%, and increased Music and Awards revenue with an increase of $178,058 or 27%. The increase in Advertising revenue is attributed to an increase in revenue recognized from one of the Company's existing customers. The increase in Awards revenue is primarily attributed to cyclicality in our customer's award show schedules which typically peak in the summer periods.

    - Revenue increased by $257,223 or 13% versus Q2'2022. The increase in revenue is primarily attributed to increased Advertising revenue of $333,532 or 27% offset by a decline in Awards and Music revenue of $76,911 or 11%. The primary factors affecting advertising sales in the current quarter is attributed to an increase in ad delivery volume recognized from one of the Company's existing customers. The decrease is primarily attributed to a current year reduction and the timing of activity in Awards Shows as well as lower volumes amongst Music customers.

- Operating expenses in Q2'2023 were $1,905,839 compared to $2,100,123 and $2,259,186 in the first quarter of 2023 and the second quarter of 2022, respectively.

  - Operating expenses decreased by $194,284 or 9% versus Q1'2023. The decrease in operating expenses is primarily attributed to the reversal of previously recorded bad debts and decreased legal and professional services fees.

  - Operating expenses decreased by $353,347 or 16% versus Q2'2022. 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, in addition to the reversal of previously recorded bad debts.

- Normalized EBITDA in Q2'2023 was $526,202 in comparison to normalized EBITDA of $116,143 in the first quarter of 2023 and normalized EBITDA loss of $42,766 in the second quarter of 2022.

  - Normalized EBITDA increased by $410,059 compared to Q1'2023. The increase is primarily attributed to an increase in revenue in addition to reductions in the Company's operating expenses, as discussed in further detail above.
  - Normalized EBITDA increased by $568,968 compared to Q2'2022. The increase is primarily attributed to significantly lower operating expenses, primarily attributed to reduced salaries, general and administrative costs and restructuring expenses, as discussed in further detail above.

Results of Operations

Summary of Quarterly Results

	Q2 2023	Q1 2023	Q4 2022	Q3 2022
Cash and cash equivalents	**$ 284,178**	$ 204,604	$ 296,748	$ 346,744
Working capital	**$ (94,749)**	$ (224,819)	$ 217,710	$ (1,701,222)
Liquidity	**$ 552,960**	$ 781,378	$ 737,680	$ 639,320
Revenue	**$ 2,172,530**	$ 1,845,253	$ 2,097,353	$ 1,733,140
Operating expenses	**$ 1,905,839**	$ 2,100,123	$ 1,426,919	$ 1,987,591
Other expenses (income)	**$ 230,473**	$ 109,749	$ 148,123	$ (109,995)
Income (loss) for the period	**$ 36,218**	$ (364,619)	$ 522,311	$ (144,456)
Income (loss) per share - basic	**$ 0.00**	$ (0.01)	$ 0.01	$ (0.00)
Income (loss) per share - diluted	**$ 0.00**	$ (0.01)	$ 0.01	$ (0.00)
EBITDA	$ **368,740**	$ (13,324)	$ 816,075	$ 108,087
EBITDA Margin %	**16.97%**	-0.72%	38.91%	6.24%
Normalized EBITDA (loss)	$ **526,202**	$ 116,143	$ 833,974	$ 2,205
Normalized EBITDA Margin %	**24.22%**	6.29%	39.76%	0.13%

	Q2 2022	Q1 2022	Q4 2021	Q3 2021
Cash and cash equivalents	$ 607,289	$ 783,159	$ 768,251	$ 1,271,871
Working capital	$ (1,517,889)	$ (1,649,976)	$ 911,861	$ 1,985,484
Liquidity	$ 1,033,533	$ 1,862,483	$ 2,148,594	$ 2,645,390
Revenue	$ 1,915,307	$ 1,989,042	$ 2,305,594	$ 2,429,867
Operating expenses	$ 2,259,186	$ 2,492,222	$ 2,611,535	$ 2,405,178
Other expenses (income)	$ (2,133,145)	$ 94,395	$ 24,783	$ (33,797)
Income (loss) for the period	$ 1,789,266	$ (597,575)	$ (330,724)	$ 58,486
Income (loss) per share - basic	$ 0.03	$ (0.01)	$ (0.01)	$ 0.00
Income (loss) per share - diluted	$ 0.03	$ (0.01)	$ (0.01)	$ 0.00
EBITDA	$ 2,047,149	$ (340,172)	$ (99,125)	$ 329,554
EBITDA Margin %	106.88%	-17.10%	-4.30%	13.56%
Normalized EBITDA (loss)	$ (42,766)	$ (259,847)	$ (164,899)	$ 338,404
Normalized EBITDA Margin %	-2.23%	-13.06%	-13.06%	13.93%

Revenue

For the quarter ended June 30, 2023 revenue was $2,172,530, an increase of $257,223 over the same period in 2022 and an increase of $327,277 from the previous quarter (March 31, 2023 - $1,845,253).

		Q2 2023		Q2 2022		$ Change	% Change
Advertising Division	$	1,583,809	$	1,250,277	$	333,532	27%
Entertainment Division	$	588,721	$	665,030	$	(76,309)	-11%
Total Revenue	**$**	**2,172,530**	**$**	**1,915,307**	**$**	**257,223**	**13%**

(i) Advertising

The Company earned advertising revenue of $1,583,809 in the current quarter, an increase of $333,532 over the same period in 2022 and an increase of $149,219 versus the previous quarter (March 31, 2023 - $1,434,590). The increase from the previous year is primarily attributed to increased revenue from a significant customer of the Company.

(ii) Entertainment

The Company earned entertainment revenue of $588,721 in the current quarter, representing a decrease of $76,309 over the same period in 2022 and an increase of $178,058 versus the previous quarter (March 31, 2023 - $410,663). The decrease from the prior year is primarily attributed to the timing of activity in Awards as well as lower volumes amongst Music customers.

Operating Expenses

		Q2 2023		Q2 2022		$ Change	% Change
Salaries and consulting	$	1,344,064	$	1,507,823	$	(163,759)	-11%
Marketing and promotion		86,415		57,869		28,546	49%
General and administrative		91,297		223,069		(131,772)	-59%
Technology and production		124,552		173,121		(48,569)	-28%
Depreciation and amortization		210,127		203,740		6,387	3%
Restructuring expense		49,384		93,564		(44,180)	-47%
Total operating expenses	**$**	**1,905,839**	**$**	**2,259,186**	**$**	**(353,347)**	**-16%**

Total operating expenses for the quarter ended June 30, 2023 were $1,905,839, a decrease of $353,347 over the prior year period and a decrease of $194,284 from the previous quarter (March 31, 2023 - $2,100,123).

(i) Salaries and Consulting

Salaries and consulting expense for the quarter ended June 30, 2023 was $1,344,064 representing a decrease of $163,759 over the same period in the prior year and an increase of $110,598 from the previous quarter (March 31, 2023 - $1,233,466). The decrease in salaries and consulting costs compared to the previous year is primarily related to reductions in headcount since Q2'2022.

(ii) Marketing and Promotion

Marketing and promotion expense for the quarter ended June 30, 2023 was $86,415, representing an increase of $28,546 versus the prior year period and an increase of $37,996 versus the prior quarter (March 31, 2023 - 48,419). The increase from the previous year period and the prior quarter are primarily related to discretionary expenditures related to the Company's marketing and promotion.

(iii) General and Administrative

General and administrative expenses for the quarter ended June 30, 2023 were $91,297 representing a decrease of $131,772 over the same period in the prior year and a decrease of $221,545 from the previous quarter (March 31, 2023 - $312,842). 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 in addition to the reversal of previously recorded bad debts.

(iv) Technology Development

Technology development expense for the quarter ended June 30, 2023, was $124,552 representing a decrease of $48,569 over the same period in the prior year and a decrease of $9,831 from the previous quarter (March 31, 2023 - $134,383). The decrease from the prior year quarter and prior quarter is primarily attributed to cost savings and 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 income of $36,218 in the current quarter, a decrease of $1,753,048 from the same period in the prior year and a increase of $400,837 versus the previous quarter (March 31, 2023 – net and comprehensive loss of $364,619). 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.

		Q2 2023		Q1 2023		Q4 2022		Q3 2022
Income (loss) for the period	**$**	**36,218**	$	(364,619)	$	522,311	$	(144,456)
Reconciling items:								
Interest income	**$**	**(128)**	$	-	$	(31,275)	$	(115)
Interest expense	**$**	**122,523**	$	118,795	$	91,555	$	71,389
Depreciation and amortization	**$**	**210,127**	$	232,500	$	219,342	$	181,269
Income tax expense	**$**	**-**	$	-	$	14,142	$	-
EBITDA (loss)	**$**	**368,740**	$	(13,324)	$	816,075	$	108,087
Reconciling items:								
Stock option expenses	**$**	**-**	$	-	$	2,406	$	3,586
Restructuring expenses (recovery)	**$**	**49,384**	$	138,513	$	(58,208)	$	71,801
Foreign exchange loss (gain)		**80,108**	$	19,445	$	41,340	$	(181,269)
Fair value loss (gain) on revaluation of embedded derivative	**$**	**27,970**	$	(28,491)	$	32,361	$	-
Normalized EBITDA (loss)	**$**	**526,202**	$	116,143	$	833,974	$	2,205
Normalized EBITDA Margin %		**24.22%**		6.29%		39.76%		0.13%

		Q2 2022		Q1 2022		Q4 2021		Q3 2021
Income (loss) for the period	$	1,789,266	$	(597,575)	$	(330,724)	$	58,486
Reconciling items:								
Interest income	$	(18)	$	(19)	$	-	$	(139)
Interest expense	$	54,161	$	52,598	$	62,964	$	64,813
Depreciation and amortization	$	203,740	$	204,824	$	162,016	$	206,394
Income tax expense	$	-	$	-	$	6,619	$	-
EBITDA (loss)	$	2,047,149	$	(340,172)	$	(99,125)	$	329,554
Reconciling items:								
Stock option expenses	$	3,809	$	38,509	$	104,024	$	66,886
Acquisition fees (recovery)	$		$		$	(124,997)	$	40,714
Restructuring expenses	$	93,564	$	-	$	-	$	-
Foreign exchange loss (gain)	$	(73,401)	$	41,816	$	(44,801)	$	(98,750)
Fair value gain on contingent consideration	$	(2,113,887)	$	-	$	-	$	-
Normalized EBITDA (loss)	$	(42,766)	$	(259,847)	$	(164,899)	$	338,404
Normalized EBITDA Margin %		-2.23%		-13.06%		-7.15%		13.93%

For the quarter ended June 30, 2023, the Company's normalized EBITDA of $526,202 represents an increase of $568,968 year over year and an increase of $401,059 compared to the quarter ended March 31, 2023. The increase in normalized EBITDA versus the prior year and prior quarter are primarily attributed to factors as described above as they relate to significantly lower expense profiles.

Intangible Assets – Development Costs

During the three months ended June 30, 2023, we capitalized product development costs of $73,080 (June 30, 2022 – $168,271). The significant capitalized projects for the three months period ended June 30, 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 August 3, 2023, the Company appointed Jeff Wagner as Chief Financial Officer effective immediately, succeeding Dom Kizek. Mr. Wagner is a CPA, CA, with over 10 years of experience advising predominately small and mid-size publicly traded entities in Canada and the United States, including with respect to financial reporting, management reporting, budgeting and forecasting, and internal controls.

On June 2, 2023, the Company announced that it has entered into a joint partnership with WideOrbit, a leading advertising and commercial operations platform. The integration facilitates a seamless end-to-end automated exchange of traffic instructions, effectively eliminating errors and saving valuable time for advertisers and broadcasters. By facilitating a pure data transaction, advertisers simply key in buy and traffic data using Yangaroo. The advertiser then receives immediate feedback that the instructions have been received and processed correctly by a broadcaster that uses WO Traffic, driving efficiency and accuracy for advertisers and their traffic departments.

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 June 30, 2023, the Company had a cash balance of $284,178 (December 31, 2022 - $296,748) and working capital deficiency of $94,749 (December 31, 2022 – working capital of $217,710).

As at June 30, 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 $1,321,775 or CAD $1,750,000 (with $1,053,263 or CAD $1,394,496 drawn down as at June 30, 2023. Borrowings are due on demand and bear interest at the bank's prime rate plus 1.95% per annum (see note 10 of the Financial Statements).

The Company has a term loan facility with an approximate remaining balance of $1,917,185 or CAD$2,609,849 as at June 30, 2023. Beginning on January 1, 2023, the Company was granted a six-month principal holiday during which the Company is only required to pay interest only on the term loan, at which time the interest rate was increased to bear interest at the bank's prime rate plus 4.45%. The loan requires the Company to maintain specific covenants, being a minimum Fixed Charge Coverage Ratio and Interest-Bearing Debt to EBITDA ratio which shall not be tested until the end of fiscal year 2023 and maintain minimum EBITDA targets for each of the three months ended June 30, 2023 and each of the quarterly periods in 2023. The Company was in compliance with the financial covenants as of June 30, 2023 (see note 10 of the Financial Statements).

As the result of a previously completed non-brokered private placement, the Company has a series of CAD $1,000 debentures with an aggregate face value of CAD $500,000, which mature November 30, 2027 and bear interest at a simple rate of the bank's prime rate plus 8.00% per annum (see note 11 of the Financial Statements).

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 August 24, 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
YANGAROO Inc.
360 Dufferin Street, Suite 203
Toronto, Ontario, Canada, M6K 3G1
Phone: 416-534-0607
Website: www.yangaroo.com

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*
Jeff Wagner	*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*

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
Baker Tilly WM LLP
401 Bay Street, Suite 1500
Toronto, Ontario, M5H 2Y4
Phone: 416-368-7990 Fax: 416-368-0886

Legal Counsel
ECS Law
2425 Matheson Boulevard E., 8th Floor, Mississauga, ON L4W 5K4
Phone: 416-996-2188 Fax: 866-295-9834