



Yangaroo Inc.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE MONTHS ENDED MARCH 31, 2026
(EXPRESSED IN UNITED STATES DOLLARS)**

June 1, 2026

Introduction

Unless the context suggests otherwise, references to “the Company”, “Yangaroo”, or similar terms refer to Yangaroo Inc. This Management’s Discussion & 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 audited financial statements for the years ended December 31, 2025 and 2024 (the “Financial Statements”), which are prepared in accordance with IFRS Accounting Standards (“IFRS”). The information below is prepared in accordance with IFRS and is presented in **United States dollars (“US dollar”)**, 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 objectives, 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 June 1, 2026. 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.

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. Normalized EBITDA as defined by the Company means EBITDA adjusted for one-time non-recurring items or non-cash items such as share-based compensation expenses, restructuring expenses, foreign-exchange gains (loss), remeasurement of contingent consideration, remeasurement of embedded derivative liability, acquisition fees and gain from settlement. 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 plus available capacity in the Company's revolving credit facility.

The Company believes EBITDA, EBITDA margin, Normalized EBITDA, Normalized EBITDA margin, 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.

Description of the Business

Yangaroo is a solutions provider serving the media and entertainment industry, powered by its cloud-based software platforms across the advertising, music, and awards sectors. The Company's core platform is a patented digital media distribution system (DMDS) that enables customers to submit content and associated orders through a single interface, incorporating asset quality control, campaign trafficking, legal broadcast clearance, closed captioning, and delivery within one streamlined workflow.

DMDS manages and tracks digital video and audio assets through a centralized, fully integrated system, ensuring efficiency, transparency, and secure distribution. The platform connects directly with a broad network of television and radio broadcasters, digital platforms, Connected TV (CTV) and over-the-top (OTT) services, and video publishers across North America and international markets, enabling the seamless management and distribution of advertising television spots, traffic instructions, radio advertising, music tracks, and music videos.

Yangaroo also provides an industry-leading platform for awards management, streamlining submissions, judging, and program administration for major entertainment and industry award shows.

Across its platforms, Yangaroo combines technology and expert services to improve operational efficiency, accelerate turnaround times, and deliver secure, transparent, and trackable distribution across business-to-business workflows.

Yangaroo Inc. is publicly traded and was 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.

The address of the Company's corporate office and principal place of business is 360 Dufferin Street, Suite 203, Toronto, Ontario, M6K 1Z8.

Outlook and Business Update

During the first quarter ended March 31, 2026, the Company experienced a 3% decline in revenue compared to the first quarter ended March 31, 2025. The decrease was primarily driven by a major advertising customer reducing their media schedule for traditional linear television so far for 2026, along with lower music video delivery volumes following a major broadcaster's temporary shift away from music video

programming, which has now come back online. These declines are partially offset by increased spending from both existing and new customer. The Company maintained strong operational service levels throughout the quarter, successfully onboarded new clients, and continued expanding its legal clearance platform and service capabilities across both the United States and Canada while maintaining operational efficiencies.

As the advertising landscape continues to evolve across linear, streaming, and digital platforms, we believe clients increasingly value trusted partners that can simplify complex workflows through a unified platform. During the quarter, we continued investing in a single unified platform and service approach, improving operational automation, legal clearance capabilities, and integrated workflow solutions designed to enhance scalability, efficiency, and long-term client value. We remain disciplined in balancing strategic investment with operational performance as we position Yangaroo for continued growth.

In our Music and Awards divisions, we continued to build on our relationships with key industry partners while supporting a broad range of entertainment initiatives. Our Awards platform continues to provide stable recurring revenue opportunities through long-standing client relationships expanding on our submission and adjudication workflow to now incorporate fan vote capabilities, while our Music division remains focused on expanding promotional and distribution capabilities across music track and music videos distribution now that a significant broadcaster has brought back its music video programming. We believe these divisions continue to reinforce Yangaroo's broader position as a trusted technology partner across the advertising and entertainment industries.

Despite the moderate decrease in revenue, as of March 31, 2026, the Company achieved its fifteenth consecutive quarter of positive Normalized EBITDA, reflecting stable operations and continued emphasis on cost discipline and service delivery.

We remain focused on driving growth through expanded customer relationships, continued investment in our technology platform, and disciplined execution. With a strong operational foundation in place, we are well-positioned to capitalize on both organic growth and strategic opportunities ahead

- Advertising Division
 - Revenue of \$1,298,160 in Q1'2026 versus revenue of \$1,394,548 in Q1'2025

- Entertainment Group (Music & Awards Divisions)
 - Revenue of \$434,844 in Q1'2026 versus revenue of \$387,510 in Q1'2025

- Normalized EBITDA
 - Fifteenth consecutive quarter of positive Normalized EBITDA:

Fiscal Year	Q1	Q2	Q3	Q4
2026	\$257,606	-	-	-
2025	\$264,251	\$220,909	\$152,906	\$589,541
2024	\$237,581	\$337,818	\$466,458	\$540,504
2023	\$116,293	\$541,952	\$266,269	\$211,061
2022	-	-	\$ 1,927	\$833,974

- Cash Flow from Operating Activities
 - Net cash from operating activities was \$467,066 in Q1'2026 versus \$242,442 in Q1'2025

The three months ended March 31, 2026, marks the fifteenth consecutive quarter of positive Normalized EBITDA. This achievement reflects our strategic focus on operational efficiency and client satisfaction, as well as our commitment to organic growth, as we explore various opportunities within the advertising and entertainment markets. However, our growth strategy is not only limited to organic growth. We also actively seek merger and acquisition opportunities that align with our vision and enhance our market position.

SELECTED FINANCIAL INFORMATION

The following table summarizes the Company's overall performance for the quarters ended March 31, 2026, 2025, and 2024.

	Q1'2026	Q1'2025	Q1'2024
Revenue	\$1,733,004	\$1,782,058	\$1,922,631
Income (Loss) Before Other Income	(2,129)	24,526	17,371
Net and Comprehensive Income (Loss)	37,549	(128,807)	15,565
Normalized EBITDA*	257,606	264,251	237,581
Basic and Diluted Income (Loss) per Share	0.00	(0.00)	0.00
Financial Position:			
Cash	213,427	217,088	207,998
Total Assets	4,457,239	4,958,454	5,362,219
Total Liabilities	2,972,541	4,032,340	4,852,988
Total Shareholders' Equity	1,484,698	926,114	510,231
Common Shares Outstanding	63,320,275	62,437,140	62,437,140

* A non-IFRS measure. See "Non-IFRS financial measures" for definitions and reconciliation of non-IFRS measures to the relevant IFRS measures.

Results of Operations

Statements of Net and Comprehensive Income (Loss)

	Three Months Ended	
	March 31, 2026	March 31, 2025
Revenue	1,733,004	1,782,058
Expenses		
Salaries and Consulting	1,161,550	1,115,958
Depreciation and Amortization	252,074	215,883
General and Administrative	117,807	217,645
Technology and Production	138,906	152,498
Marketing and Promotion	64,796	55,548
Total Expenses	1,735,133	1,757,532
Income Before Other Income (Expenses)	(2,129)	24,526
Other Income (Expenses)		
Interest Expense	(53,118)	(70,611)
Foreign Exchange Gain/(Loss)	38,651	(35,546)
Remeasurement of Embedded Derivative Liability	54,466	(46,267)
Total Other Income (Expense)	39,999	(152,424)
Net Income/(Loss) Before Income Tax	37,870	(127,898)
Income Tax Expense	321	909
Total Net and Comprehensive Income/(Loss)	37,549	(128,807)

Q1'2025 Financial Highlights

- Revenue in Q1'2026 was \$1,733,004 compared to \$1,782,058 and \$2,100,187 in the first quarter of 2025 and the fourth quarter of 2025, respectively.
 - Revenue decreased by \$49,054, or 3%, versus Q1'2025. The decrease in revenue was primarily driven by lower Advertising and Music revenue, with a decrease of \$96,388, or 7%, and \$32,952, or 15%, respectively, slightly offset by higher Awards revenue year over year with an increase of \$80,286, or 50%.
 - In Advertising, the decrease was primarily driven by a major advertising customer reducing their media schedule for traditional linear television so far for 2026. The Company maintained strong service levels, added new clients, and expanded its U.S. and Canadian legal clearance service capabilities.
 - In Entertainment, our radio promotions continue to remain steady, while music-video delivery volumes have declined primarily due to lower music video delivery volumes following a major broadcaster's temporary shift away from music video programming, which has now come back online. Awards Division activity increased compared with the prior year, reflecting the timing and cyclicity of major events, as well as the addition of new award show clients.
 - Revenue decreased by \$367,183, or 17%, versus Q4'2025. The decrease in revenue was primarily attributed to lower Advertising revenue of \$345,141, or 21%, as well as decreased Awards revenue of \$39,467, or 14%, offset by higher Music revenue with an increase of \$17,425, or 10%. This decrease in revenue is primarily related to seasonality with the fourth quarter typically being the highest volume and spend period.
- Operating expenses in Q1'2026 were \$1,735,133 compared to \$1,757,532 and \$1,810,720 in the first quarter of 2025 and the fourth quarter of 2025, respectively.
 - Operating expenses decreased by \$22,399, or 1%, versus Q1'2025. The decrease in operating expenses was primarily attributed to reductions across general and administrative and technology expenses, offset by slightly higher salary and marketing expenses.
 - Operating expenses decreased by \$75,587, or 4%, versus Q4'2025. The decrease in operating expenses was primarily attributed to cost control initiatives which resulted in lower general and marketing expenses.
- Normalized EBITDA in Q1'2026 was \$257,606 in comparison to Normalized EBITDA of \$264,251 in Q1'2025 and Normalized EBITDA of \$589,541 in Q4'2025.
 - Normalized EBITDA decreased by \$6,645, or 3%, compared to Q1'2025. The decrease was primarily attributed to the decreased revenue.
 - Normalized EBITDA decreased by \$331,935, or 56%, compared to Q4'2025. The decrease was

primarily attributed to seasonality with the fourth quarter typically being the highest volume and spend period.

Summary of Quarterly Results

The information below has been prepared in accordance with IFRS Accounting Standards and is unaudited quarterly information.

	Q1 2026	Q4 2025	Q3 2025	Q2 2025
Cash	\$213,427	\$161,112	\$160,165	\$271,234
Working Capital Deficiency ¹	(1,186,909)	(1,255,379)	(2,033,182)	(2,140,887)
Liquidity ²	788,589	764,301	645,044	656,059
Revenue	1,733,004	2,100,187	1,572,017	1,651,441
Operating Expenses	1,735,133	1,810,720	1,667,626	1,670,218
Other Expenses (Income)	(39,999)	(421,426)	(166,455)	255,720
Income Tax Expense	321	36,949	1,407	6,671
Net and Comprehensive Income (Loss)	37,549	673,944	69,439	(281,168)
Income (Loss) per Share – Basic	\$0.00	\$0.01	\$0.00	(\$0.00)
Income (Loss) per Share – Diluted	\$0.00	\$0.01	\$0.00	(\$0.00)
EBITDA	343,062	1,080,991	361,515	63,051
EBITDA Margin %	19.80%	51.47%	23.00%	3.82%
Normalized EBITDA *	257,606	589,541	152,906	220,909
Normalized EBITDA Margin % *	14.86%	28.07%	9.73%	13.38%

* A non-IFRS measure. See "Non-IFRS financial measures" for definitions and reconciliation of non-IFRS measures to the relevant IFRS measures.

¹ Working Capital Deficiency	Q1 2026	Q4 2025	Q3 2025	Q2 2025
Current Assets	\$1,664,764	\$1,948,612	\$1,560,865	\$1,685,539
Current Liabilities	(2,851,673)	(3,203,991)	(3,594,047)	(3,826,426)
Working Capital Deficiency	(1,186,909)	(1,255,379)	(2,033,182)	(2,140,887)
² Liquidity	Q1 2026	Q4 2025	Q3 2025	Q2 2025
Available Capacity in Credit Facility	\$575,162	\$603,189	\$484,879	\$384,825
Cash on Hand	213,427	161,112	160,165	271,234
Liquidity	\$788,589	\$764,301	\$645,044	\$656,059

	Q1 2025	Q4 2024	Q3 2024	Q2 2024
Cash	\$217,088	\$231,083	\$105,906	\$86,118
Working Capital Deficiency ³	(1,900,378)	(1,841,495)	(1,787,761)	(1,932,157)
Liquidity ⁴	686,618	717,583	550,386	378,358
Revenue	1,782,058	2,241,659	1,942,525	1,949,689
Operating Expenses	1,757,532	1,950,878	1,593,542	1,838,985
Other Expenses (Income)	152,424	(92,194)	179,406	118,863
Income Tax Expense (Recovery)	909	(97,327)	-	120,872
After-Tax Income (Loss) for the Period	(128,807)	480,302	169,577	(129,031)
Income (Loss) per Share – Basic	(\$0.00)	\$0.01	\$0.00	(\$0.00)
Income (Loss) per Share – Diluted	(\$0.00)	\$0.01	\$0.00	(\$0.00)
EBITDA	158,596	651,570	374,900	307,730
EBITDA Margin %	8.90%	29.07%	19.30%	15.78%
Normalized EBITDA*	264,251	540,504	466,458	337,818
Normalized EBITDA Margin % *	14.83%	24.11%	24.01%	17.33%

* A non-IFRS measure. See "Non-IFRS financial measures" for definitions and reconciliation of non-IFRS measures to the relevant IFRS measures

³ Working Capital Deficiency	Q1 2025	Q4 2024	Q3 2024	Q2 2024
Current Assets	\$1,860,820	\$1,923,459	\$1,812,882	\$2,017,881
Current Liabilities	(3,761,198)	(3,764,954)	(3,600,643)	(3,950,038)
Working Capital Deficiency	(1,900,378)	(1,841,495)	(1,787,761)	(1,932,157)
⁴ Liquidity	Q1 2025	Q4 2024	Q3 2024	Q2 2024
Available Capacity in Credit Facility	\$469,530	\$486,500	\$444,480	\$292,240
Cash on Hand	217,088	231,083	105,906	86,118
Liquidity	\$686,618	\$717,583	\$550,386	\$378,358

Revenue

For the three months ended March 31, 2026, revenue was \$1,733,004, a decrease of \$49,054 over the same period in 2025 and a decrease of \$367,183 from the previous quarter (Q4'2025 - \$2,100,187).

	Q1 2026	Q1 2025	\$ Change	% Change
Advertising Division	\$1,298,160	\$1,394,548	(\$96,388)	(7%)
Entertainment Division	\$434,844	\$387,510	\$47,334	12%
Total Revenue	\$1,733,004	\$1,782,058	(\$49,054)	(3%)

(i) Advertising

The Company earned advertising revenue of \$1,298,160 in the three months ended March 31, 2026, a decrease of \$96,388, or 7%, over the same period in 2025 and a decrease of \$345,141, or 21%, versus the previous quarter (Q4'2025 - \$1,643,301). Although the Company maintained strong service levels, added new clients, and expanded its U.S. and Canadian legal clearance service capabilities, the decrease year over year was primarily driven by a customer who reducing their media schedule for traditional linear television so far for 2026. The decrease compared to the previous quarter was primarily attributed to seasonality, as the fourth quarter traditionally has the highest volume in the Advertising Division.

(ii) Entertainment

The Company earned entertainment revenue of \$434,844 in the three months ended March 31, 2026, representing an increase of \$47,334, or 12%, over the same period in 2025 and a decrease of \$22,042, or 5%, versus the previous quarter (Q4'25 - \$456,886). The increase year over year was related to additional Awards revenue, while music-video delivery volumes declined primarily due to reduced music-video programming with a major TV broadcaster. The decrease from the fourth quarter was primarily attributed to the seasonal activity in the Awards and Music divisions, with the fourth quarter traditionally having the highest volume.

Operating Expenses

Total operating expenses for the three months ended March 31, 2026, were \$1,735,133, a decrease of \$22,399 over the prior year period and a decrease of \$75,587 from the previous quarter (Q4'2025 - \$1,810,720).

	Q1 2026	Q1 2025	\$ Change	% Change
Salaries and Consulting	\$1,161,550	\$1,115,958	\$45,592	4%
Depreciation and Amortization	252,074	215,883	36,191	17%
General and Administrative	117,807	217,645	(99,838)	(46%)
Technology and Production	138,906	152,498	(13,592)	(9%)
Marketing and Promotion	64,796	55,548	9,248	17%
Total Operating Expenses	\$1,735,133	\$1,757,532	(\$22,399)	(1%)

(i) Salaries and Consulting

Salaries and consulting expenses for Q1'2026 were \$1,161,550 representing an increase of \$45,592 over the same period in the prior year and an increase of \$25,791 from the previous quarter (Q4'2025 - \$1,135,759). This increase was due to the increased headcount to promote our legal clearance service capabilities.

(ii) General and Administrative

General and administrative expenses for the three months ended March 31, 2026, were \$117,807 representing a decrease of \$99,838 over the same period in the prior year and a decrease of \$45,585 from the previous quarter (Q4'2025 - \$163,392). The decrease was primarily related to reduced professional service fees associated with legal matters as the DMDS lawsuit finally reached a settlement in the fourth quarter of 2025 and a reduction in allowances for doubtful accounts as the Company continues to improve the collection of accounts receivable.

(iii) Technology and Production

Technology and production expenses for the three months ended March 31, 2026, were \$138,906 representing a decrease of \$13,592 over the same period in the prior year and an increase of \$4,253 from the previous quarter (Q4'2025 - \$134,653). This decrease was primarily attributed to the reduction of technology licence fees.

(iv) Marketing and Promotion

Marketing and promotion expense for the three months ended March 31, 2026, was \$64,796, representing an increase of \$9,248 versus the same quarter a year ago and a decrease of \$11,472 versus the prior quarter (Q4'2025 - \$76,268). The increase was primarily the result of renewed efforts to better align marketing with revenue and market the business and attract new customers in the current year. The decrease from the prior quarter was related to the Company's attendance at a conference event during the fourth quarter of 2025.

Net Income and Comprehensive Income (loss)

The Company generated net and comprehensive income of \$37,549 in the three months ended March 31, 2026, an increase of \$166,356 from the same period in the prior year (Q1'2025 – net loss of \$128,807) and a decrease of \$636,395 versus the previous quarter (Q4'2025 – net income of \$673,944).

Normalized EBITDA

The Company defines EBITDA as net income or loss before interest, income taxes, and amortization. Normalized EBITDA removes the remeasurement of embedded derivative liability, remeasurement of contingent consideration, any restructuring expenses, share-based compensation, foreign exchange gain and loss, acquisition fees and gain from settlement. Management uses these measures in managing the business and making operational decisions. EBITDA and Normalized EBITDA are not intended as substitutes for IFRS measures.

For the three months ended March 31, 2026, the Company's Normalized EBITDA was \$257,606, a decrease of \$6,645 over the same period in the prior year (Q1'2025- \$264,251) and a decrease of \$331,935 from the previous quarter (Q4'2025 - \$589,541). The decrease in Normalized EBITDA was primarily attributed to the decreased revenue generated by the Company's top three Advertising customers as well as the decline in music video deliveries, slightly offset by increased operational efficiency.

	Q1 2026	Q4 2025	Q3 2025	Q2 2025
Income (Loss) for the Period	\$37,549	\$673,944	\$69,439	(\$281,168)
Interest Expense	53,118	69,450	53,136	108,713
Depreciation and Amortization	252,074	300,648	237,533	228,835
Income Tax Expense	321	36,949	1,407	6,671
EBITDA *	\$343,062	\$1,080,991	\$361,515	\$63,051
Reconciling Items:				
Share-Based Compensation	7,661	(574)	10,982	10,851
Gain from Settlement	-	(550,000)	(150,000)	(60,000)
Foreign Exchange Loss (Gain)	(38,651)	97,254	(121,518)	136,877
Remeasurement of Embedded Derivative Liability	(54,466)	(63,495)	31,356	70,130
Remeasurement of Contingent Consideration	-	25,365	20,571	-
Normalized EBITDA *	\$257,606	\$589,541	\$152,906	\$220,909
Normalized EBITDA Margin % *	14.86%	28.07%	9.73%	13.38%

* A non-IFRS measure. See "Non-IFRS financial measures" for definitions and reconciliation of non-IFRS measures to the relevant IFRS measures

	Q1 2025	Q4 2024	Q3 2024	Q2 2024
Income (Loss) for the Period	(\$128,807)	\$480,302	\$169,577	(\$129,031)
Interest Expense	70,611	82,651	87,848	102,421
Depreciation and Amortization	215,883	185,944	117,475	213,468
Income Tax Expense (Recovery)	909	(97,327)	-	120,872
EBITDA *	\$158,596	\$651,570	\$374,900	\$307,730
Reconciling Items:				
Acquisition Fees	-	(1,463)	-	1,463
Restructuring Expenses	-	65,240	-	12,182
Share-Based Compensation	23,842	-	-	-
Foreign Exchange Loss (Gain)	35,546	(199,531)	58,039	15,847
Remeasurement of Embedded Derivative Liability	46,267	(37,062)	33,519	596
Remeasurement of Contingent Consideration	-	61,750	-	-
Normalized EBITDA	\$264,251	\$540,504	\$466,458	\$337,818
Normalized EBITDA Margin %	14.83%	24.11%	24.03%	17.33%

* A non-IFRS measure. See "Non-IFRS financial measures" for definitions and reconciliation of non-IFRS measures to the relevant IFRS measures.

Intangible Assets – Development Costs

During the three months ended March 31, 2026, the Company capitalized product development costs of \$178,574 (Q1'2025 – \$128,720). Significant capitalized projects for the three months ended March 31, 2026, consisted of developing new features in the Advertising, Awards, and Music platforms, such as the continued development of the Analytics and legal clearance solutions, the integration of Millenia3's functionality into the DMDS platform, and the redesigned Submission platform for Awards. In assessing whether costs can be capitalized for improvements, we exercised significant judgment when considering the extent of the improvement and whether it was substantial, sufficiently separable, and expected to derive future economic benefits 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, the impact of the project on our ability to attract customers to our products, and the increase in 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

- As part of the 2023 Millenia3 acquisition, the Company incurred contingent consideration, consisting of additional cash payments as a result of the following
 - (a) Fiscal 2023
 - (i) 5% of revenues if revenues for the months of November and December 2023 combined are less than \$166,667; or
 - (ii) 10% of revenues if revenues for the months of November and December 2023 combined are at least \$166,667 and less than \$250,000; or
 - (iii) 15% of revenues if revenues for the months of November and December 2023 combined are at least \$250,000
 - (b) Fiscal 2024 and 2025
 - (iv) 5% of revenues if revenues for the applicable 12-month period are less than \$1,000,000;
 - (v) 10% of revenues if revenues for the applicable 12-month period are at least \$1,000,000 and less than \$1,500,000; or
 - (vi) 15% of revenues if revenues for the applicable 12-month period are at least \$1,500,000
- Measurement periods: Annual periods ending on the 1st, 2nd, and 3rd of December 31, 2023, December 31, 2024, and December 31, 2025.
- During the three months ended March 31, 2026, the Company made its final payment of \$78,926 to the seller of Millenia3 with respect to the earnout payment for fiscal 2025.

- On March 23, 2026, the Company successfully amended its existing Credit Facility. The Credit Facility, which had previously matured on June 26, 2025, has been extended to a new maturity date of December 31, 2026. As part of the amendment, covenant testing requirements have been waived through December 31, 2026. All other terms of the Credit Facility remain consistent as amended in August 2024.

Events After the Reporting Period

- On May 4, 2026, pursuant to a previously disclosed Shares for Services Arrangement, the Company issued 256,187 shares to Mr. Schuettrumpf. Upon the issuance of the shares, the Company will have issued a cumulative total of 639,322 shares for the months of January 2025 through March 2026 under the Shares for Services Arrangement.
- On May 8, 2026, the Company granted an aggregate of 2,060,000 restricted share unit (“RSUs”) and 400,000 deferred share units (“DSUs”) to certain directors, officers, and employees of the Company pursuant to the Company’s Omnibus Equity Incentive Plan (the “Plan”). The RSUs will vest one year from the date of grant and will be settled in common shares of the Company upon vesting, subject to and in accordance with the terms of the Plan. Except as provided under the Plan, the DSUs will vest and be settled in accordance with the terms of the Plan following the holder’s cessation of service with the Company and not earlier than May 8, 2027.

Share Capital

The following securities were outstanding as of the date of this MD&A:

Common Shares	63,576,462
Warrants	-
Stock Options	-
Restricted Share Units	4,560,000
Deferred Share Units	400,000

Capital Resources

As at March 31, 2026, the Company had a cash balance of \$213,427 and working capital deficiency of \$1,186,909. As at March 31, 2026, the Company had no capital commitments other than as disclosed in the financial statements.

The Company has a revolving credit facility in the amount of USD \$1,255,450 (CAD \$1,750,000) which is available by loan advances and is subject to standard borrowing base calculations and margining against trade accounts receivable. USD \$680,288 was drawn down as at March 31, 2026. 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, other than as disclosed in the financial statements.

Related Party Transactions

Key management personnel include the persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Board and corporate officers, including the Company's Chief Executive Officer, Chief Financial Officer, and Chief Technology Officer.

In addition to their salaries, key management personnel also participate in the Company's share option program. During the year ended December 31, 2025, there were no other related party transactions.

Key management personnel compensation for the three months ended March 31, 2026 and 2025, was:

	March 31, 2026	March 31, 2025
Salaries and Short-Term Employee Benefits*	\$174,468	\$170,282
Share-Based Payments	7,661	23,842
	\$182,129	\$194,124

* Short-term employee benefits include bonuses, vacation pay, and commission.

As at March 31, 2026, \$27,837 (March 31, 2025 - \$25,216) owing to officers and directors of the Company was included in trade and other payables. The amounts owing are unsecured, non-interest bearing, and due on demand.

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, functional currency, collectability of accounts receivable, and capitalized development costs. 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 statements of material fact or omit to state a material fact that is required or that is necessary to ensure a statement is 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 a 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 to be the most significant to potential investors, but not all of the risks associated with an investment in securities of Yangaroo Inc.

Financial Risk Management

Risk management is carried out by management under policies approved by the Board of Directors. Management is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies.

(a) Market Risk:

risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of risk, foreign currency risk, interest rate risk, and other price risk. Two types of these risks are applicable to the Company:

(i) *Currency Risk:*

Company operates internationally, and the US Dollar is the functional and presentation currency. The Company, however, does have revenues, expenses, assets, and liabilities denominated in currencies other than USD, primarily the Canadian dollar (CAD). The principal foreign currency risk as at March 31, 2026, is therefore the CAD.

A 5% change in exchange rates would result in a \$114,655 impact on profit or loss. Financial instruments and lease obligations in CAD currency at March 31, 2026, are as follows:

	Mar 31, 2026	Mar 31, 2025
	(CAD)	(CAD)
Cash	\$51,325	\$54,872
Accounts Receivable	264,465	302,204
Prepaid and Other Assets	53,008	66,466
Contract Assets	8,089	7,777
Total Assets	\$376,887	\$431,319
Trade and Other Payables	\$556,787	\$773,213
Revolving Credit Facility	948,269	1,075,000
Convertible Debentures	729,194	692,263
Term Loan	981,332	1,548,318
Lease Obligation	270,350	351,755
Contract Liabilities	87,356	62,201
Total Liabilities	\$3,573,288	\$4,502,750
Net Liability Exposure	\$3,196,401	\$4,071,431

(ii) *Interest Rate Risk:*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash held with chartered Canadian financial institutions and potential increases on the prime rate applied on the revolving credit facility available to the Company. The

Company's revolving credit facility, term loan and convertible debt are floating interest rate facilities. A 100 bps or 1% increase in the floating rate would result in a \$19,074 impact on profit or loss assuming all other factors are kept stable.

(b) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of the non-payment of our accounts receivable.

The Company mitigates this risk by monitoring the credit worthiness of its customers and by offering the platform service to numerous smaller customers. As at and during the three months ended March 31, 2026, approximately 15% (March 31, 2025 - 17%) of accounts receivable and 16% (March 31, 2025 - 16%) of revenue are from two customers, respectively.

The definition of items that are past due is determined by reference to payment terms agreed to with individual customers, which are normally within 30 to 60 days.

Aging of trade receivables that are past due, but not impaired, are as follows:

	March 31, 2026	December 31, 2025
0 to 30 days	\$935,807	\$1,169,027
31 to 60 days	111,241	239,004
Over 60 days	286,858	288,100
Gross Carrying Amount	\$1,333,906	\$1,696,131
Loss Allowance	(65,107)	(65,107)
Total	\$1,268,799	\$1,631,024

Continuity of estimated credit losses:

	March 31, 2026	December 31, 2025
Balance, Beginning of Period	\$65,107	\$202,598
Accounts Written off	-	(150,159)
Bad Debt Recovery	-	2,444
Remeasurement of Loss Allowance	-	10,224
Balance, End of Period	\$65,107	\$65,107

The Company's allowance for doubtful accounts as at March 31, 2026, is \$65,107 (December 31, 2025 - \$65,107). Management believes that the expected credit loss allowance is adequate to address any anticipated collectability issues based on payment history and the expected credit loss of each customer.

(c) Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's policy is to ensure that it will 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 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.

The Company manages liquidity risk on the basis of expected maturity dates.

The following tables present the financial liabilities at March 31, 2026, and December 31, 2025, by their remaining contractual maturity (contractual and undiscounted cash flows).

	Lease Obligations	Contract Liabilities	Term Loan Facility	Trade & Other Payables	Revolving Credit Facility	Convertible Debt	Total
< 1 year	\$186,060	\$107,164	\$704,008	\$667,979	\$680,288	-	\$2,345,499
1- 3 years	119,371	-	-	-	-	441,036	560,407
Balance at March 31, 2026	\$305,431	\$107,164	\$704,008	\$667,979	\$680,288	\$441,036	\$2,905,906

	Lease Obligations	Contract Liabilities	Term Loan Facility	Trade & Other Payables	Revolving Credit Facility	Convertible Debt	Total
< 1 year	\$181,394	\$182,529	\$827,571	\$710,655	\$673,624	-	\$2,575,773
1- 3 years	167,088	-	-	-	-	429,914	597,002
Balance at December 31, 2025	\$348,482	\$182,529	\$827,571	\$710,655	\$673,624	\$429,914	\$3,172,775

At present, the Company expects to pay all liabilities at their contractual maturity. To meet these cash commitments, the Company anticipates generating sufficient cash inflows from operating activities and raising equity capital or obtaining the necessary financing to meet current and future obligations. Additionally, the Company utilizes a Credit Facility to provide cash on an as-needed basis.

Operational Risks

Seasonality of advertising revenue. Advertising rates and revenues are impacted by seasonal cycles, which may cause our quarterly earnings to vary. Generally, lower revenue is generated in the 1st and 3rd quarters of the year and higher revenue is generated in the 2nd and 4th quarters of the year. This seasonality could impact our ability to generate predictable revenue and our ability to effectively manage such cycles may adversely impact our business, financial condition, and results of operations, including cash flow.

- Dependency on the internet as a medium for business and communication. Our business depends on the use of the internet. It's possible that delays in technological or procedure development to support internet use, increased government regulation, or other issues or interruptions that could affect internet use could impact our business.
- Online commerce security. Successful online commerce and communications must provide a secure transmission of confidential information over public networks. Despite implementation of security measures, it's possible our security measures may not prevent security breaches that could harm our business. It's possible that a party could illicitly obtain a user's password and access the user's personal data. In addition, any parties that can circumvent our security measures could acquire proprietary information, or cause interruptions in our operations or otherwise damage our reputation and business. Any such compromise of our security could harm our reputation and, therefore, our business.
- Network security. Despite the implementation of security measures, our network infrastructure could be vulnerable to unforeseen issues. It's possible we could experience service interruptions in service due to accidental or deliberate actions of third parties or current and former employees. Unknown security risks may present themselves and the Company could face liability for this. This could also deter new customers. All of the foregoing could have a material adverse effect on our business, financial condition, or results of operations.
- The ability to generate revenue and control operating costs. Although we have experienced a Fifteenth consecutive quarter of positive Normalized EBITDA generation, there is no guarantee that this will continue or that we will continue to be able to generate steady revenues or control operating costs, especially if we expand our business.
- Impact of human error. Despite implementing robust training programs and operational protocols, our organization remains vulnerable to human error. Mistakes made by employees, whether due to insufficient training, oversight, or simple human fallibility, can lead to disruptions in our operations. These errors can result in data breaches, compliance failures, and operational inefficiencies, potentially causing financial losses and damage to our reputation. Additionally, human errors can undermine customer trust and deter potential clients, ultimately having a material adverse effect on our business, financial condition, or results of operations.
- Customer concentration risk. The Company is making efforts to grow its business, including its customer base, however the concentration of a significant portion of revenues in a small number of customers from time to time could have a material adverse effect on the Company in the event of the loss of any one or more of these customers.
- Intellectual property. The Company's business is based on its proprietary technology and the success of the Company's business depends in part upon protection of its intellectual property rights and technology. Despite efforts to protect our intellectual property, including the use of restrictive language in our customer agreements and confidentiality provisions in our employment and contractor agreements, there is no guarantee that we will be successful in protecting and enforcing our intellectual property rights. Third parties may infringe on our

intellectual property rights, which we may or may not discover, and if such infringements are discovered, engaging in litigation is likely to be costly and will not necessarily result in a favorable outcome for the Company.

Non-Financial Risks

- Heavy reliance on upper management and key personnel. We rely heavily on a small group of management and key personnel. Any inability to retain such personnel could impact our ability to manage and grow our operations and could have a significant material adverse impact on the Company's operations and financial condition.
- Management of growth. As we are continually seeking organic growth opportunities, success in these efforts may require some or significant growth in operations, which may place further demands on our management, operational capacity, and financial resources and may require the recruitment of additional qualified personnel in all areas of its operations, including management, sales, marketing, and software development. We may not be able to attract and retain additional qualified personnel and/or otherwise effectively expand the business to support this growth, including the expansion of our current procedures and controls, which could have a material adverse effect on our business, financial condition, and results of operations.
- Competition risks. We operate in a highly competitive industry. We may lose audience or market share to competitors offering similar services, which could have a material adverse effect on our business, financial condition, and results of operations.
- Price and volatility of public stock. The market price of Yangaroo's shares may fluctuate or decline significantly in response to various factors beyond our control. The fluctuation may occur in response to business operations or other actions made by the Company or they may do so in ways unrelated or disproportionate to our performance. Declining share prices may result in difficulty in obtaining financing if required and may have other material adverse impacts on the Company.
- Global conditions. We operate primarily in North America but also offer our services internationally and are subject to related risks, such as changes in regulatory requirements, potential adverse tax consequences, limitations with respect to our ability to enforce our intellectual property rights, limitations on fund transfers, and other legal and political risks, any or all of which could have a material adverse effect on our business.
- Litigation risk. The Company may be subject to claims and legal proceedings that arise in the ordinary course of business. There can be no guarantee that the outcome of any legal matter will be decided in favour of the Company, which may have a material adverse effect upon the Company's reputation, business, operations, and financial condition.

Approval by the Board of Directors

The Board of Directors, on recommendation of the Audit Committee, approved the content of this MD&A on June 1, 2026. 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.sedarplus.ca.

CORPORATE INFORMATION

Address

Yangaroo Inc.
360 Dufferin Street, Suite 203
Toronto, Ontario, Canada, M6K 1Z8
Phone: 416-534-0607
Website: www.yangaroo.com

Board of Directors

H. Shepard Boone	<i>Chair of the Board of Directors, Chair of Compensation Committee, Member Of Audit Committee</i>
Phil Benson	<i>Chair of Audit Committee & Member of Compensation Committee</i>
Grant Schuettrumpf	<i>Chief Executive Officer, Member of Audit Committee</i>

Officers

Grant Schuettrumpf	<i>President and Chief Executive Officer</i>
Peter Kanniah	<i>Chief Financial Officer</i>
Richard Klosa	<i>Chief Technology Officer</i>

Stock Exchange Listing

TSX Venture Exchange	<i>Stock Symbol – YOO.V</i>
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Registrar and Transfer Agent

Computershare
320 BAY STREET, 14TH FLOOR
Toronto, Ontario, Canada M5H 4A6
Phone: 1-800-564-6253 Fax: 1-888-453-0330

Auditors

McGovern Hurley LLP
251 Consumers Road, Suite 800
Toronto, Ontario, M2J 4R3
Phone: 416 263 9425

Legal Counsel

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