YORBEAU RESOURCES INC.
(“Yorbeau” or the “Company”)

Management's Discussion and Analysis for the year ended December 31, 2024

The following Management’s Discussion and Analysis (“MD&A”) was prepared as at March 28, 2025 and should be read in conjunction with the audited annual financial statements of the Company’s for the year ended December 2024 and the accompanying notes. The Company’s audited annual financial statements for the year ended December 31, 2024 and the accompanying notes have been prepared in accordance with the International Financial Reporting Standards (“IFRS accounting standards”) as issued by the International Accounting Standards Board (“IASB”) and using the accounting policies described therein.

Certain statements contained in this MD&A constitute forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in these forward-looking statements are based on reasonable assumptions but no assurance can be given that these expectations will prove to be correct

GENERAL

SIGNED AGREEMENT TO SELL THE ROUYN PROPERTY TO AUSTRALIAN INVESTORS

On October 1, 2024, Yorbeau entered into a definitive asset purchase agreement in the context of a transaction (the “**Transaction**”) whereby Lac Gold (Rouyn) Inc. (“**Lac Gold**”), a Canadian based subsidiary of Lac Gold Pty Ltd (Au) newly created for purposes of the Transaction, would, subject to certain conditions, acquire a 100% interest in Yorbeau’s Rouyn property (the “**Property**”).

The asset purchase agreement provides that, in consideration of a 100% interest in the Property, Lac Gold must pay a purchase price of $25,000,000 to the Company as follows:

- $2,000,000 paid to the Company within 48 hours of signing of the asset purchase agreement, (which amount was received by the Company on October 3, 2024);
- $3,000,000 payable to the Company on the closing date of the Transaction; and
- three equal instalments of $6,666,666 payable to the Company on each of the second, third and fourth anniversary of December 10, 2024, collectively making up the C$20,000,000 unpaid balance of the purchase price, as evidenced by a promissory note issued on December 10, 2024 by Lac Gold to the Company carrying interest at a rate of 5% per annum.

The title to the Property was transferred to Lac Gold on December 10, 2024 upon the payment of the second tranche of C$3,000,000 and the satisfaction of other customary closing conditions. Lac Gold has until December 10, 2028 to pay the final instalment on the unpaid balance of the purchase price, but may accelerate any such payment. Lac Gold’s payment of the unpaid balance of the purchase price, together with accrued and unpaid interest thereon, is secured by a first-ranking hypothec on the Property.

In addition to the purchase price payable by Lac Gold, in connection with closing of the Transaction, Lac Gold issued and granted to the Company a 2% net smelter returns royalty on any minerals produced from the Property.

Yorbeau intends to use the proceeds from the sale of the Property to fund exploration programs and pre-development activities on its other properties, as well as for general corporate purposes.

PRIVATE PLACEMENT

On August 8, 2024, Yorbeau closed a non-brokered private placement, by issuing 20,000,000 “flow-through” Class A common shares at a price of $0.05 per share for aggregate gross proceeds of $1,000,000.

BESCHEFER PROPERTY

During the second quarter of 2024, Yorbeau completed the acquisition of the remaining 20% undivided interest (the “**Minority Interest**”) in certain mining claims comprising a portion of the Company’s Beschefer property.

Yorbeau acquired the Minority Interest from International Explorers & Prospectors Inc. (“**IEP**”), pursuant to an agreement entered into among the Company, Explorers Alliance Corporation and IEP, in consideration of, among other things, the payment by Yorbeau of an amount of $200,000 to IEP.

At the end of 2024, Yorbeau holds a 100% interest in the entire Beschefer property, consisting of all 128 claims, subject to a 1% royalty on net smelter income held by third parties on a portion of the property.

During the months of January to March 2025, Yorbeau completed a drilling program on the Beschefer property located north of the town of La Sarre in the Eeeyou-Istchee territory. The program included nine holes for a total of 4,427 metres and covering 3.2 km along the B-26 mineralized horizon. Samples taken have been sent to the laboratory and results are expected in the coming weeks.

The Company is continuing its valuation of its properties in order to optimize its future exploration activities. In addition, Yorbeau is in discussions with potential partners who could join our exploration projects.

RISK AND UNCERTAINTIES

Exploration and development of mineral deposits may be affected to varying degrees by a number of factors such as government regulations, environmental risks, land use, dependency on key personnel and other risks and uncertainties normally encountered in the mining industry. The Company has many competitors with more financial, technical and other resources than its own.

The exploration, development and operation of the Company’s properties may require significant additional financing. The sources of future funds available to the Company are through the additional issue of share capital and financing by joint venture and/or the sale of royalties. There is no assurance that such financing will be available to the Company. Failure to obtain sufficient funding may result in delay or indefinite postponement of exploration, development or production work to any or all of the Company’s properties, and may even result in loss of ownership in the property.

SUMMARY OF QUARTERLY RESULTS

Exploration and development of mineral deposits may be affected to varying degrees by a number of factors The following table presents cumulative quarterly information for each of the eight most recently completed quarters:

Cumulative	Revenus	Net earnings (Net loss)	Net earnings (net loss) Per share
December 31, 2024	$ 419,209	$ 8,020,395 *	$ 0.02
September 30, 2024	$ 301,841	$ (587,999)	$ (0.01)
June 30, 2024	$ 207,145	$ (374,617)	$ (0.01)
March 31,2024	$ 128,926	$ (87,858)	$ (0.01)
December 31, 2023	$ 137,753	$ (2,436,538) **	$ (0.01)
September 30, 2023	$ 83,870	$ (716,607)	$ (0.01)
June 30, 2023	$ 46,718	$ (469,023)	$ (0.01)
March 31, 2023	$ 22,321	$ (164,914)	$ (0.01)
December 31, 2022	$ 828,823	$ (2,503,810)**	$ (0.01)

* includes $9,022,153 in gains on disposal of mining properties and exploration and evaluation assets.
* includes ($1,467,729) impairment of mining properties and exploration and evaluation assets (($1,804,459) in 2022)

LIQUIDITY

As at December 31, 2024, the Company had cash and cash equivalents of $233,207 compared to $222,759 as at December 31, 2023. Working capital was $3,225,409 as at December 31, 2024 compared to ($197,468) as at December 31, 2023.

CAPITAL RESOURCES

The Company has committed to carry out eligible exploration and evaluation work for an amount of $700,000 before December 31, 2024 in relation to the flow-through financing completed in 2023. As at December 31, 2024, the Company incurred $700,000 of eligible expenses.

As for the $1,000,000 financing on August 7, 2024, the Company has committed to carry out eligible prospecting and exploration work in the amount of $1,000,000 by December 31, 2025. As at December 31, 2024, the Company had incurred $107,147 in eligible expenses in connection with these financings

As to the $1,000,000 “flow-through” August 7, 2024 financing, the company has committed to carry out eligible exploration and evaluation work for such amount before December 31, 2025.

There is no guarantee that the funds spent by the Company in the future will qualify as Canadian exploration expenses, even if the Company has committed to take all the necessary measures for this purpose. Refusals of certain expenses by tax authorities could have negative tax consequences for investors. In such event, the Company will indemnify each flow-through share subscriber for the additional taxes payable by such subscriber as a result of the Company’s failure to renounce the qualifying expenditures as agreed.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS accounting standards requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the carrying amount of assets, liabilities, liabilities and other assets, products and expenses. Actual results may differ from these estimates.

Assumptions and estimates uncertainties that present a significant risk of causing a material adjustment in the next fiscal year are recognized in relation to:

- Recoverability of income tax assets;
- Fair value measurement of the flow-through share liability.

The estimates and underlying assumptions are reviewed regularly. Any revision of accounting estimates is recognized in the period in which the estimates are revised and in future periods affected by those revisions.

CONTROLS AND PROCEDURES FOR THE COMMUNICATION OF INFORMATION

The Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures at the end of the year ended December 31,2024. Based on that evaluation, Management has concluded that, at this time, these disclosure controls and procedures are not effective as they have significant weaknesses, as described in more detail in the section "Internal Control over financial reporting". These material weaknesses could give rise to material misstatements in the financial statements of the Company and are also considered to be material weaknesses of the Company's internal control over financial reporting. Management has concluded and the Board of Directors has approved that, given the current size of the Company, its current stage of development and the current interest of shareholders, the Company does not have the resources to hire additional staff to correct these deficiencies.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The Chief Executive Officer and Chief Financial Officer of the Company have designed, or have had under their supervision, design an internal control over financial reporting to provide reasonable assurance that the financial information is reliable and that the financial statements have been prepared in accordance with IFRS accounting standards. This internal control over financial reporting is not effective because it has the following significant weaknesses:

- there is an inadequate separation of duties as previously mentioned in “Disclosure controls and procedures”;
- there is no formal process to identify long-term asset impairment; and
- there is no formal process to evaluate the provision for site restoration.

Management has concluded and the Board of Directors has approved that, given the current size of the Company, its current stage of development and the current interest of shareholders, the Company does not have the resources to hire additional staff to correct the deficiency resulting from inadequate separation of duties.

INTERNAL CONTROL OVER FINANCIAL REPORTING (continued)

Management frequently has discussions with third parties regarding its mineral properties and the possibility of forming joint ventures and other transactions. As a result, despite the absence of a formal process to identify long-term asset impairment, management believes that a material misstatement in the valuation is unlikely due to the information obtained from discussions with potential industry partners.

With respect to the lack of a formal assessment process for the site restoration provision, it is management's opinion that a material misstatement is unlikely since only two properties of the Company are subject to restoration work and that an assessment of the provision for site restoration of these two properties has been made recently.

There has been no change to the Company's internal controls over financial reporting during the Company's quarter ended in September 30, 2024, which has or may reasonably be expected to have a material impact on the Company's internal control over financial reporting.

DISCLOSURE OF TECHNICAL AND SCIENTIFIC INFORMATION

The qualified person under NI 43-101 who reviews and approves the technical and scientific information disclosed in the Company's press releases and other continuous disclosure documents is Laurent Hallé, P. Geo.

TRANSACTIONS WITH RELATED PARTIES

In consideration for the acquisition of 12 mining claims that now form part of the Property, Yorbeau granted, pursuant to the terms of an agreement dated July 14, 1997, to Société Minière Alta Inc. (“**Alta**”), a company controlled by Mr. G. Bodnar Jr., a director of Yorbeau and its President and Chief Financial Officer, a 0.5% net smelter return royalty on the minerals produced from such claims (the “**Alta Royalty**”). An advanced royalty of $50,000 was paid each year in four quarterly payments in the amount of $12,500 per quarter. The Alta Royalty could be purchased by Yorbeau at any time for a one-time payment of $500,000. Pursuant to the asset purchase agreement between Yorbeau and Lac Gold dated October 1, 2024, upon the closing of the sale of the Property, Lac Gold assumed all of Yorbeau’s rights and obligations under the Alta Royalty. On December 16, 2024, Yorbeau purchased from Alta, and Alta sold to Yorbeau, all of Alta’s right, title and interest in and to the Alta Royalty, in consideration of a one-time payment of $500,000.

During the fiscal year ended December 31, 2024, the Company borrowed and repaid advances of $925,000 from certain directors of Yorbeau, namely Messrs. Dany Laflamme, Georges Bodnar and Henri Gélinas. These loan notes were made either directly or through companies controlled by them. These notes were redeemable on demand and bore interest at a rate of 12% per annum. The interest paid was in the amount of $53,386.

FINANCIAL INSTRUMENTS

Financial assets are classified and measured based on the three following categories: amortized cost, fair value through other comprehensive income, and fair value through profit and loss ("FVTPL"). Financial liabilities are classified and measured in two categories: amortized costs or FVTPL. The Company’s financial assets, namely cash, bonds investments, other receivables (except taxes) and in-trust deposits, are categorized and measured at amortized cost and the investment which is categorized and measured at FVTPL based on prices on the stock exchange on the relevant valuation date. All of the Company’s financial liabilities, including accounts payable and accrued liabilities (except salaries payable), and loan are also categorized and measured at amortized cost.

Financial assets are not reclassified subsequent to their initial recognition, unless the Company identifies changes in its business model in managing financial assets and would reassess the classification of financial assets.

INFORMATION ON CURRENT SHARES

The authorized capital of the Company consists of an unlimited number of Class A common shares of which 461,588,330 were issued and outstanding as of December 31,2024. At that date, the Company also had outstanding options to purchase a total of 6,400,000, shares at prices ranging from $0.05 to $0.065 per share.

ADDITIONAL INFORMATION

Additional information regarding, the Company is available on its SEDAR+ profile at www.sedarplus.ca.