

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

Management's Discussion and Analysis
for the year ended December 31, 2008

The following discussion and analysis was prepared as at March 27, 2009 and should be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2008 and the notes thereto.

Certain statements contained in this discussion and analysis 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

During the year ended December 31, 2008, the Company continued its activities on the Rouyn property. The Company conducted an induced polarization-resistivity ground geophysical survey over the entire 12 km length of the Cadillac-Larder Lake Break (the “CLLB”) on the Rouyn property. The objective of the survey was to identify drill targets along the 90% portion of the CLLB on the Company’s Rouyn property that has never been explored in detail. To explore the targets identified by the Company’s compilation of historical and recent data and the results of the IP-Resistivity survey, the Company carried out a drilling program which consisted of 41 NQ diamond drill holes totalling approximately 16,957 meters. Five new targets were drilled: Lac Gamble, Cinderella, West Bouzan, Lac Bouzan and Smokey Creek. The results at Lac Gamble and Cinderella are the most encouraging to date.

As of the end of December 2008, 22 holes had been drilled on the Lac Gamble target totalling 9,027 meters and 7 holes had been drilled on the Cinderella target totalling 3,348 meters (see press releases of November 17, 2008, December 4, 2008, January 20, 2009 and February 10, 2009). The Company has completed an estimate of potential tonnes and grade at each of the Lac Gamble and Cinderella targets based on a manual polygonal method, using polygons controlled by the locations of the drill holes where they penetrated the tabular, north-dipping Piché Group. The estimate has yielded a minimum conceptual gold deposit of 1.5 to 1.7 million tonnes at grades varying between 9 and 10 g/t Au and containing an estimated 500,000 to 525,000 ounces of gold for the Lac Gamble target and of 250,000 to 270,000 tonnes at 15 to 16 g/t Au and containing an estimated 120,000 to 140,000 ounces of gold for the Cinderella target.⁽¹⁾

As for the Smokey Creek, West Bouzan, and Lac Bouzan targets, they all exhibit extensive alteration with variable amounts of quartz veining but none of the holes yielded significant gold values. The number of holes and meters drilled at each of these targets is: Smokey Creek, 4 holes totalling 1,741 m; West Bouzan, 4 holes totalling 1,488 m; and, Lac Bouzan, 4 holes totalling 1,353 m.

(1) To date, the potential quantity and grade of the deposits at the Lac Gamble and Cinderella targets are conceptual in nature, there has been insufficient exploration to define the deposits as mineral resources, and it is uncertain if further exploration will result in the deposits being delineated as mineral resources.

In May 2008, the Company made a rights offering to its shareholders which generated gross proceeds of \$2,916,343. A total of 16,201,964 common shares were issued under the offering.

The Company has planned a minimum drilling program of 20,000 meters for 2009. Following the data compilation and interpretation currently being carried out, drilling will resume at the Rouyn property in the beginning of the second quarter of 2009. The highest-priority drill targets are the Lac Gamble and Cinderella targets, the objective being to expand the known gold zones. Drilling will also be done at the eastern targets (Smokey Creek, West Bouzan and Lac Bouzan) at greater depths than the 2008 program with the objective of locating zones of higher-grade alteration. Other targets could also be drilled as further exploration of the 12-km long Rouyn property continues.

Risk and uncertainties

The exploration for and development of mineral deposits may be affected in varying degrees by various factors such as government regulations, environmental risks and hazards, land use, dependence on key personnel and other risks normally encountered in the mining industry. The Company has numerous competitors with greater financial, technical and other resources.

The exploration, development and mining of the Company's properties may require substantial additional financing. The source of future funds available to the Company is through the sale of additional equity capital. There is no assurance that such funding will be available to the Company. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of property interest.

Results of operations

During the year ended December 31, 2008, the Company recorded a net loss of \$2,078,027 compared to a net loss of \$1,067,241 in the previous year. This represents a net loss of \$0.02 per share. Expenses for the year totalled \$2,108,847 compared to \$1,153,668 for the year ended December 31, 2007. The administrative charges for the year increased by \$245,259 compared to the previous year mainly as a result of an increase in consulting fees. The Company incurred a total of \$3,005,954 in exploration expenses (compared to \$2,455,100 in the previous year), \$2,998,219 of which were spent on the Rouyn property and \$7,735 on the Beschefer property. As a result of these exploration expenses, the mining and exploration assets of the Company increased to \$12,714,540 as at December 31, 2008 (compared to \$11,399,333 as at December 31, 2007) which amount represents the net book value of the Rouyn property. As no substantial exploration work was carried on the Beschefer property during the last three years, the net book value of such property in the amount of \$768,425 was written down to zero.

Selected Annual Information

The following table sets forth selected annual information for each of the three most recently completed years:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Total revenue	\$30,820	\$86,427	\$46,023
Loss before extraordinary items	\$(2,078,027)	\$(1,067,241)	\$(869,291)
Net loss	\$(2,078,027)	\$(1,067,241)	\$(869,291)

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Net loss per share, basic and diluted	\$(0.02)	\$(0.01)	\$(0.01)
Total assets	\$14,264,089	\$12,909,178	\$9,792,330
Total long term financial liabilities	Nil	Nil	Nil

Summary of quarterly results

The following table sets forth selected quarterly financial information for each of the eight most recently completed quarters:

<u>Quarter ending</u>	<u>Revenue</u>	<u>Net profit (loss)</u>	<u>Net profit (loss) per share, basic and diluted</u>
December 31, 2008	\$5,838	\$(521,256)	\$(0.01)
September 30, 2008	\$14,911	\$(232,365)	\$(0.01)
June 30, 2008	\$5,867	\$(298,466)	\$(0.01)
March 31, 2008	\$4,204	\$(257,515)	\$(0.01)
December 31, 2007	\$76,997	\$(615,994)	\$(0.01)
September 30, 2007	\$60,150	\$(154,966)	\$(0.01)
June 30, 2007	\$8,451	\$(228,035)	\$(0.01)
March 31, 2007	\$979	\$(223,212)	\$(0.01)

The financial statements for the periods indicated above have been prepared in accordance with Canadian generally accepted auditing principles.

Liquidity

The Company has financed its operations almost exclusively through the sale of its shares and will continue to do so for the foreseeable future.

As at December 31, 2008, the Company had cash and short-term deposits of \$702,593 compared to \$1,183,501 as at December 31, 2007. Working capital as at December 31, 2008 was \$742,879 compared to \$1,059,196 as at December 31, 2007. The decrease in cash and in working capital is a result of the Company's ongoing costs related to its exploration program on the Rouyn property.

Capital Resources

During the year, the Company completed a rights offering pursuant to which it issued 16,201,964 common shares for gross proceeds of \$ 2,916,343. The Company intends to proceed to an equity financing to fund the exploration program it has planned for 2009. The Company does not have any commitments for capital expenditures.

Critical Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Significant areas requiring the use of estimates relate to assessing the realizable values of mining and exploration assets.

Recovery of the cost of mining and exploration assets depends on numerous factors that are out of the Company's control such as the discovery of economically recoverable ore reserves, the Company's ability to obtain the necessary financing to complete the exploration and development of the properties and future profitable production or the disposal of the properties for proceeds in excess of their carrying value.

Consequently, actual results could differ from those estimates.

Changes in Accounting Policies

Current Year Accounting Changes

Effective January 1, 2008, the Company adopted three new accounting standards that were issued by the Canadian Institute of Chartered Accountants ("CICA"): Handbook Section 1535, *Capital Disclosures*, Section 3862, *Financial Instruments – Disclosures* and Section 3863, *Financial Instruments – Presentation*.

1. *Capital Disclosures*

Section 1535 establishes standards for disclosing information regarding an entity's capital and how it is managed.

2. *Financial Instruments – Disclosures / Financial Instruments – Presentation*

Sections 3862 and 3863 establish disclosure requirements and presentation rules applicable to financial statements. They replace Section 3861 *Financial Instruments – Disclosure and Presentation* and establish expanded disclosure requirements.

Section 3862 establishes disclosure requirements that enable users of financial statements to evaluate the significance of financial instruments for an entity's financial position and performance and the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks.

There was no material impact on the Company's financial condition or results as a result of the adoption of these new standards.

Future Accounting Changes

1. *Goodwill and Intangible Assets*

In February 2008, the CICA issued Handbook Section 3064, *Goodwill and Intangible Assets* which replaces Section 3062, *Goodwill and Other Intangible Assets* and amends Section 1000, *Financial Statements Concepts*. The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and other intangible assets subsequent to its initial recognition. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. This new standard is applicable to fiscal years beginning on or after October 1, 2008 and the Company will be implementing it as of January 1, 2009.

The implementation of this new section should not have a material impact on the results or the financial position of the Company.

2. *International Financial Reporting Standards (“IFRS”)*

In February 2008, the Accounting Standards Board announced that accounting standards in Canada are to converge with IFRS and that public companies will be required to present their financial statements, with comparative data, under these standards for fiscal years beginning on or after January 1, 2011. The Company is currently reviewing the standards to determine the potential impact on its financial statements.

Disclosure controls and procedures

The Chief Executive Officer and the Chief Financial Officer of the Company have evaluated the effectiveness of the Company’s disclosure controls and procedures as of the end of the year ended December 31, 2008. Based on that evaluation, the officers have concluded that as at that date, such disclosure controls and procedures contain a material weakness due to inadequate segregation of duties between the authorization, recording, review and reconciliation of purchases and sales and recording of cash receipts and bank account reconciliations. This material weakness has the potential to result in a material misstatement in the Company’s financial statements, and should also be considered a material weakness in its internal control over financial reporting. The management and board of directors have concluded and agreed that, taking into account the present stage of the Company’s development and the best interests of its shareholders, the Company does not have sufficient size and scale to warrant the hiring of additional staff to correct this weakness at this time.

Internal control over financial reporting

The Chief Executive Officer and the Chief Financial Officer of the Company have designed, or have caused to be designed under their supervision, internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted auditing principles. The Chief Executive Officer and the Chief Financial Officer have evaluated the effectiveness of the Company’s internal control over financial reporting as at December 31, 2008. Based on that evaluation, the officers have concluded that as at that date, such internal control over financial reporting contains a material weakness due to inadequate segregation of duties as previously mentioned in “Disclosure controls and procedures.”

There has been no change in the Company’s internal control over financial reporting that occurred during the year ending December 31, 2008 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Transactions with related parties

David Crevier, the Chairman and a director of the Company is a partner of Colby, Monet, Demers, Delage & Crevier L.L.P., a law firm which has rendered legal services to the Company in an amount of \$245,050 for the year ended December 31, 2008.

As partial consideration for the acquisition of one mining lease and 12 mining claims which now form part of the Rouyn property, the Company agreed to pay to Société Minière Alta Inc. ("Alta"), by agreement dated July 14, 1997, a royalty of \$50,000 per year with an advance royalty payment of \$50,000 payable yearly. The advance royalty payments are accounted for in the Statement of Operations, Comprehensive Loss and Deficit because such payments will never be recovered. G. Bodnar jr., a director of the Company, is the sole shareholder of Alta.

During the year, Yorbeau paid \$165,633 to a company whose president and controlling shareholder is Thomas L. Robyn, the President and Chief Executive Officer of Yorbeau. In consideration for this payment, the company made available to Yorbeau the services of Mr. Robyn at no additional cost.

Financial Instruments

Financial instruments used by the Company consist of cash and cash equivalents. Cash and cash equivalents are invested in short-term highly liquid investments with maturities of three months or less and are used for working capital and any other corporate purposes.

Outstanding Share Data

The authorized share capital of the Company consists of an unlimited number of Class A common shares of which 129,979,250 were issued and outstanding as at March 27, 2009. As at such date, the Company also had outstanding options to purchase a total of 5,225,000 shares at prices ranging from \$0.25 to \$0.35 per share.

Additional information

Additional information on the Company is available on SEDAR at www.sedar.com.