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

Management's Discussion and Analysis
for the year ended December 31, 2012

The following Management’s Discussion and Analysis (“MD&A”) was prepared as at March 1, 2013 and should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2012 and the accompanying notes. The Company’s audited annual financial statements for the year ended December 31, 2012 and the accompanying notes have been prepared in accordance with International Financial Reporting Standards (“IFRS”) 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

During the year ended December 31, 2012, the Company carried out a drilling campaign on the Lake Gamble Zone of its Rouyn property which comprised 34 holes and 2 wedge-cuts for a total of 14,366 metres. All of these holes have confirmed the continuity of the gold bearing structures in this area resulting in an increase of the known mineralized envelope by about 30% compared to the previous year. The drilling data on the Lake Gamble Zone has identified a panel of mineralization which has a strike length of 400 metres and which measures in excess of 400 metres on the vertical axis, starting at a depth of approximately 100 metres. The Lake Gamble Zone remains open to the east and to the west, and especially at depth as indicated by drill hole 12-GA-579 (see press release of September 6, 2012). The last hole in the program, 12-GA-602, returned a value of 5.6 g/t Au over 6.0 metres at a vertical depth of 230 metres. Gold mineralization is abundant and widespread, but assays are by nature somewhat erratic with coarse visible gold being observed in at least 80% of the holes. The erratic nature of the gold mineralization presents certain challenges with respect to appropriate sampling and the Company is currently working on establishing an improved protocol for processing samples for assaying.

The objective of this drilling program was to conduct infill and definition drilling that will aid in the preparation of a resource estimate compliant with National Instrument 43-101 for the Cinderella and Lake Gamble Zones which cover a strike length of approximately 3 km along the Cadillac Larder Lake Break (“CLLB”). These new resources will then be added to the known resources on the adjoining Augmitto and Astoria blocks for a global estimate of the ounces of gold contained on the western half of the Rouyn Property.

During the year, the Company spent a total of $ 1,999,619 in exploration activities on the Rouyn property.

MKK Consulting Inc. and TSO Research Inc., two mining consulting analysts, have prepared a research report assessing the business and affairs of Yorbeau. The report is available on the Company’s new website at www.yorbeauresources.com.

In 2013, Yorbeau intends to continue exploring the numerous gold targets located on the property with an aggressive drilling program. It is expected that the program will also comprise drilling on the 6 km of largely untested ground straddling the CLLB in the eastern half of the Rouyn Property.

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 or joint venture and/or royalty financings. 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

Corporate

During the year ended December 31, 2012, the Company recorded a loss and comprehensive loss of $1,014,648 compared to $1,138,042 in the previous year. This represents a net loss of $0.01 per share. Expenses for the year totalled $1,274,451 compared to $1,144,212 for the year ended December 31, 2011. The administrative charges for the year decreased by $26,829 compared to the previous year mainly as a result of a decrease in consulting fees and the cost of public relations.

Exploration

The Company incurred a total of $1,999,619 in exploration expenses (compared to $2,375,011in the previous year), all of which were spent on the Rouyn property. As a result of these exploration expenses, net of the mining and resource tax credits of $134,579, the mining and exploration assets of the Company increased to $18,262,292 as at December 31, 2012 (compared to $16,397,252 as at December 31, 2011) of which $18,190,550 represents the net book value of the Rouyn property and $71,742 represents the net book value of the Beschefer property.

Selected Annual Information

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

	2012	2011	2010
Total revenue	$259,803	$6,170	$5,207
Loss and comprehensive loss	$(1,014,648)	$(1,138,042)	$(1,181,037)
Net loss per share, basic and diluted	$(0.01)	$(0.01)	$(0.01)
Total assets	$18,535,298	$19,433,652	$18,268,585
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:

Quarter ending	Revenue	Net profit (loss)	Net profit (loss) per share, basic and diluted
December 31, 2012	$62,571	$(239,811)	$(0.01)
September 30, 2012	$53,382	$(257,588)	$(0.01)
June 30, 2012	$60,229	$(283,292)	$(0.01)
March 31, 2012	$83,621	$(233,957)	$(0.01)
December 31, 2011	$5	$(210,295)	$(0.01)
September 30, 2011	$1,207	$(274,753)	$(0.01)
June 30, 2011	$2,563	$(291,508)	$(0.01)
March 31, 2011	$2,395	$(361,486)	$(0.01)

Liquidity

The Company is in the process of exploring and evaluating its mineral properties and projects and has not yet determined whether its properties and projects contain ore reserves that are economically recoverable. Operating activities have not yet generated any revenue. The ability of the Company to meet its commitments as they become payable, including the acquisition of mineral properties and the development of projects, is dependent on its ability to obtain necessary financing.

The Company has financed its operations almost exclusively through the sale of its shares. In the future, the Company may also consider other financing alternatives, such as joint venture and/or royalty financings.

As at December 31, 2012, the Company had cash and short-term deposits of $60,538 compared to $1,906,781 as at December 31, 2011. Working capital as at December 31, 2012 was $(255,673) compared to $2,328,325 as at December 31, 2011. The decrease in working capital is a result of the Company’s ongoing corporate expenses and cost relating to its exploration program on the Rouyn property. The Company intends to carry out a financing in the near future to resolve the working capital deficiency.

Capital Resources

The Company did not carry out any equity or other financings during 2012. The Company does not have any commitments for capital expenditures.

Critical Accounting Estimates

The preparation of annual financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are as follows:

- Recoverability of mining properties and exploration and evaluation assets;
- Assessment of refundable credit on mining duties and tax credit related to resources;

- Estimation of the fair value of share-based payments;
- Recoverability of income tax assets.

Future Accounting Standards

The following new standards have been issued but are not yet applicable to the Company:

(i) IFRS 9 Financial Instruments:

Effective for annual periods beginning on or after January 1, 2015, with earlier adoption permitted.

As part of the project to replace IAS 39, Financial Instruments: Recognition and Measurement, this standard retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets. More specifically, the standard:

- deals with classification and measurement of financial assets;
- establishes two primary measurement categories for financial assets: amortized cost and fair value;
- prescribes that classification depends on entity's business model and the contractual cash flow characteristics of the financial asset;
- eliminates the existing categories: held to maturity, available for sale, and loans and receivables.

Certain changes were also made regarding the fair value option for financial liabilities and accounting for certain derivatives linked to unquoted equity instruments.

The extent of the impact of adoption of this new standard has not yet been determined.

(ii) IFRS 13 Fair Value Measurement

In May 2011, the IASB published IFRS 13 Fair Value Measurement, which is effective prospectively for annual periods beginning on or after January 1, 2013. The disclosure requirements of IFRS 13 need not be applied in comparative information for periods before initial application.

IFRS 13 replaces the fair value measurement guidance contained in individual IFRSs with a single source of fair value measurement guidance. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, i.e. an exit price. The standard also establishes a framework for measuring fair value and sets out disclosure requirements for fair value measurements to provide information that enables financial statement users to assess the methods and inputs used to develop fair value measurements and, for recurring fair value measurements that use significant unobservable inputs (Level 3), the effect of the measurements on profit or loss or other comprehensive income.

IFRS 13 explains ‘how’ to measure fair value when it is required or permitted by other IFRSs. IFRS 13 does not introduce new requirements to measure assets or liabilities at fair value, nor does it eliminate the practicability exceptions to fair value measurements that currently exist in certain standards.

The Company intends to adopt IFRS 13 prospectively in its financial statements for the annual period beginning on January 1, 2013. The Company does not expect IFRS 13 to have a material impact on the 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, 2012. 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 IFRS. 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, 2012. 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, 2012 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 President, Chief Executive Officer 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 $270,450 for the year ended December 31, 2012.

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. The royalty payments are accounted for in the Statement of Comprehensive Loss 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 $24,843 to a company whose president and controlling shareholder is Thomas L. Robyn, a director of Yorbeau. In consideration for this payment, the company made available to Yorbeau the consulting services of Mr. Robyn.

During the same year, Gérald Riverin, a director of Yorbeau, rendered consulting services to the Company in an amount of $57,500.

Financial Instruments

Financial instruments used by the Company consist of cash and cash equivalents, other receivables and accounts payable and accrued liabilities. 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 174,385,206 were issued and outstanding as at March 1, 2013. As at such date, the Company also had outstanding stock options to purchase a total of 5,333,334 shares at prices ranging from $0.16 to $0.28 per share and warrants to purchase a total of 200,000 shares at a price of $0.25 per share.

Additional information

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