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

Management's Discussion and Analysis
for the period ended June 30, 2014

The following Management’s Discussion and Analysis (“MD&A”) was prepared as at August 11, 2014 and should be read in conjunction with the Company’s second quarter 2014 unaudited condensed consolidated interim financial statements and the accompanying notes and the audited annual financial statements and the accompanying notes for the year ended December 31, 2013 and the related annual MD&A. The Company’s second quarter 2014 unaudited condensed consolidated interim financial statements and the accompanying notes have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and with International Accounting Standard (“IAS”) 34, “Interim financial Reporting” 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 period ended June 30, 2014, Gold Fields Sudbury Exploration Corp. (“Gold Fields”) advised the Company of its intention to withdraw from the option and joint venture agreement (the “Option and JV Agreement”) it had entered into with the Company in June 2013. To exercise its option granted thereunder to earn a 51% interest in the Rouyn property, Gold Fields was required to fund $19 million in exploration and development expenditures of which $4 million was a firm commitment. As Gold Fields has not spent the full amount of $4 million in expenditures on the Rouyn property, it will pay the shortfall in cash to Yorbeau. No accounts receivable have been recorded in this regard as there are still uncertainties as to the economic benefit to flow to the Company.

During the period, Yorbeau and Cancor Mines Inc. (“Cancor”) completed a transaction pursuant to which Cancor and 8860840 Canada Inc. (“8860840”), a wholly-owned subsidiary of Yorbeau, amalgamated effective May 28, 2014 (the “Effective Date”). Under the terms of the amalgamation, on the Effective Date, Cancor shareholders received one common share of Yorbeau and one half of one warrant of Yorbeau for each 12 common shares of Cancor held by such Cancor shareholders on the Effective Date. Each whole warrant of Yorbeau entitles the holder thereof to acquire one common share of Yorbeau at a price of $0.30 until December 31, 2015 (the “Expiry Time”). If at any time prior to the Expiry Time, the closing price of the common shares of Yorbeau on the Toronto Stock Exchange is equal to or greater than $0.45 for 20 consecutive trading days, the Company may, at its sole option, accelerate the Expiry Time by giving notice of such acceleration to the holder, in which case the warrant will expire on the date which is the earlier of the 30th day following the date such notice is given and December 31, 2015.

Pursuant to the amalgamation, on the Effective Date, Yorbeau issued a total of 8,181,793 shares and 4,090,871 warrants to the Cancor shareholders in exchange for their shares of Cancor. The company resulting from the amalgamation is named Cancor Mines Inc. and is a wholly-owned subsidiary of Yorbeau.

The transaction has been recorded as an asset acquisition since Cancor does not meet the definition of a business according to IFRS 3, *Business Combinations.*

Net assets acquired were accounted for at their net book value in Cancor's books with the exception of mining properties, which were recorded at nil, being the difference between the amount of consideration paid and the book value of net assets acquired.

The transaction was valued at $1,359,941. The allocation of the consideration paid is as follows:

Consideration paid:	
Issuance of Yorbeau shares (8,183,793 shares at $0.16 per share)	1,319,032
Issuance of Yorbeau warrants (4,090,871 warrants at $0.01 per warrant)	40,909
	1,359,941
Net Assets acquired:	
Cash	1,452,722
Other receivables	8,832
Mining properties	-
Accounts payable and accrued liabilities	(101,613)
	1,359,941

Cancor has 4 Algerian properties (In Ouzzal North, Tan Chaffao West, Tirek North, Tan Chaffao East). The exploration activities on these properties have been suspended due to security issues related to civil unrest in Northern Mali (bordering Southern Algeria). The Company has requested an extension of its permits under Force Majeure and is awaiting a response from the Algerian authorities.

Cancor also has 6 Quebec properties (Gemini, Turgeon, Kistabiche, Bonfortel, Poirier, Allard). All of these properties are in good standing.

The Company is currently assessing its options concerning these properties.

Results of operations

During the three month period ended June 30, 2014, the Company recorded a loss of $603,716 compared to a loss of $324,342 for the corresponding period in the previous year. This represents a loss of $0.01 per share. Revenues for the three months ended June 30, 2014 amounted to $41,852 compared to nil for the period ending June 30, 2013. The expenses for the period totalled $645,568, compared to $324,342 for the period ending June 30, 2013. The administrative charges for the period increased by $257,923 compared to the corresponding period in the previous year mainly as a result of an increase in the cost of investor relations, salaries, and the amalgamation with Cancor. During the six month period ended June 30, 2014, the Company incurred a total of $2,392 in exploration expenses (compared to $285,532 for the corresponding period in the previous year), all of which were spent on the Rouyn property.

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
June 30, 2014	$41,852	$(603,716)	$(0.01)
March 31, 2014	$48,815	$(325,717)	$(0.01)
December 31, 2013	$32,690	$(314,528)	$(0.01)
September 30, 2013	$39,989	$(269,241)	$(0.01)
June 30, 2013	$0	$(324,342)	$(0.01)
March 31, 2013	$10	$(296,647)	$(0.01)
December 31, 2012	$62,571	$(239,811)	$(0.01)
September 30, 2012	$53,382	$(257,588)	$(0.01)

Liquidity

As at June 30, 2014, the Company had cash of $1,443,543 compared to $57,563 as at December 31, 2013. Working capital as at June 30, 2014 was $819,268 compared to $(1,432,998) as at December 31, 2013. The increase in working capital is a result of the Company's private placement of units in the first quarter of 2014 which generated gross proceeds of $1,712,700 and net cash of $1,359,941 acquired through the amalgamation with Cancor.

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.

Estimation uncertainties relate to the unspent portion of the commitment made by Gold Fields on the Rouyn property. No accounts receivable have been recorded in this regard as insufficient information is available to determine the amount of the economic benefit to flow to the Company.

Future Accounting Standards

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

IFRS 9 *Financial Instruments*:

In November 2009, the IASB issued IFRS 9, Financial Instruments ("IFRS 9 (2009)"), and in October 2010, the IASB published amendments to IFRS 9 ("IFRS 9 (2010)").

In November 2013, the IASB issued a new general hedge accounting standard, which forms part of IFRS 9, Financial Instruments (2013). In February 2014, the IASB tentatively decided that the mandatory effective date of the new standard will be January 1, 2018. IFRS 9 (2009) introduces new requirements for the classification and measurement of financial assets. Under IFRS 9 (2009), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows.

IFRS 9 (2010) introduces additional changes relating to financial liabilities.

IFRS 9 (2013) includes a new general hedge accounting standard which will align hedge accounting more closely with risk management. This new standard does not fundamentally change the types of hedging relationships or the requirement to measure and recognize ineffectiveness, however it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship.

Special transitional requirements have been set for the application of the new general hedging model.

The Company does not intend to adopt IFRS 9 (2013) before it is mandatory.

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 December 31, 2013. 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. As stated in the 2013 annual MD&A, 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, 2013. 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 period beginning on April 1, 2014 and ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Disclosure of technical and scientific information

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

Transactions with related parties

David Crevier, the President and 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 $312,997 for the six month period ended June 30, 2014.

During the same period, Gérald Riverin, a director of Yorbeau, rendered consulting services in the amount of $30,000 and G. Bodnar Jr. and François Perron, two directors of Yorbeau, rendered investor relations services in the amount of $40,000 and $37,500 respectively. A sum of $25,000 was paid as a royalty payment to Société Minière Alta Inc., of which G. Bodnar Jr., a director of the Company, is the sole shareholder.

Outstanding Share Data

The authorized share capital of the Company consists of an unlimited number of Class A common shares of which 192,082,001 were issued and outstanding as at August 11, 2014. As of such date, the Company also had outstanding options and warrants to purchase a total of 16,198,926 shares at prices ranging from $0.18 to $0.30 per share.

Additional information

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