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

Management's Discussion and Analysis
for the period ended June 30, 2017

The following Management’s Discussion and Analysis (“MD&A”) was prepared as at August 7, 2017 and should be read in conjunction with the Company’s second quarter 2016 unaudited condensed consolidated interim financial statements and the accompanying notes and the audited annual consolidated financial statements and the accompanying notes for the year ended December 31, 2016 and the related annual MD&A. The Company’s second quarter 2017 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

In the second quarter of 2017 the Company proceeded with the sale of its production royalty at the Ellison project while Kinross completed a total of 6,502 metres of diamond drilling at Yorbeau’s Rouyn project. The first tranche of a $1.5 million flow-through financing was also closed in the quarter.

At the Rouyn project, an affiliate of Kinross Gold Corporation (“Kinross”) continued with a substantial drilling program and preliminary results were made public in a Yorbeau press release dated May 8, 2017. As operator, Kinross has already completed a total of 21,925 metres of drilling in 33 holes since the begining of the progrm in lat 2016. This drilling includes wedge-cuts and holes aborted due to excessive deviation. The meterage completed to-date largely satisfies the minimum commitment of 12,500 metres specified in the agreement. Kinross reports that as of the end of June 2017 it had already spent approximately C$2.7 million towards a C$3 million firm commitment.

The overall goal of the program at the Rouyn project is to identify high-grade ore shoots within the broad mineralized gold corridor represented by the Piché Group of ultramafic rocks. Two main areas on the property, Astoria and Lac Gamble, have been actively tested since the beginning of the drill program at vertical depths typically exceeding 600-700 metres. While assays are still pending for several holes numerous assay intervals exceeding 3.0 grams of gold per tonne have been reported. Company management is very pleased with the work progress at the Rouyn property and with the exploration program established by Kinross in cooperation with the Yorbeau staff. The on-going program is generally confirming the extension of the mineralized systems at depth and management is looking forward for additional encouraging results at the Rouyn project.

At Scott, a series of metallurgical tests were completed, including a “locked cycle test” on a composite sample representative of various holes and mineralized zones at Scott. Final assays and metallurgical balance from the test are still awaited. However, preliminary results are encouraging and suggest that commercial grades of concentrates of copper and zinc can indeed be produced from the Scott mineralization using standard flotation processes. This, subject to final results and report, represents a significant advance for the project and for Yorbeau.

During the quarter, mining consultants Roscoe Postle Associates Inc. started various work as part of a preliminary economic assessment (“PEA”) at Scott. The work done to-date includes preliminary stope design, a field visit to the project, review of on-going metallurgical testing, and preparation of cost estimates. The PEA will assess the economic potential of the existing resources and help to guide further exploration and evaluation work.

During the quarter, assays results were received for the drilling program completed in the first quarter at the Caribou project and were released (press release of May 29, 2017). Two holes were drilled in a 280 metre gap between historical (2013) holes, CAR-31W (wedge cut drilled from original hole CAR-31) and CAR-30 (deepening of CAR-30 drilled in 2013), and both intersected massive sulphides.

Assay results are shown below:

ASSAY RESULTS – DDH CAR-31W (weighted averages)

From (m)	**To (m)**	**Length (m)**	**Cu %**	**Zn %**	**Au g/t**	**Ag g/t**	**Remarks**
756.1	757.1	1.0	**1.6**	**9.9**	0.4	37.1	massive sulphides
757.1	758.6	1.5	**3.9**	**4.9**	0.6	49.5	mineralized tuff
756.1	758.6	2.5	**2.9**	**6.9**	0.5	**44.4**	weighted average

ASSAY RESULTS – DDH CAR-30E

From (m)	**To (m)**	**Length (m)**	**Cu %**	**Zn %**	**Au g/t**	**Ag g/t**	**Remarks**
788.3	789.1	0.8	**6.6**	**9.7**	0.3	**63.4**	massive sulphides

The Caribou project continues to deliver very high grade massive sulphides, albeit so far over relatively narrow widths. The Company is confident that the high grades indicate a very promising mineralized system at Caribou and that discovering a sector with larger widths remains a very likely possibility.

The Company sold to Agnico Eagle Mines Limited ("**Agnico**") its net smelter royalty over the Ellison Property in the Abitibi region which the Company had received as part of its sale of the Ellison Property to Agnico in 2002. The purchase price for the net smelter royalty is $2.25 million and was paid in cash by Agnico upon execution of the agreement. In addition to the sale of the net smelter royalty, the remaining instalment of the 2002 sale in the amount of $500,000, which was payable only upon commencement of commercial production, would no longer be payable. Yorbeau plans to use the proceeds from the sale for working capital purposes.

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

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 earnings (loss)	Net loss per share, basic and diluted
June 30, 2017	$2 389 787	$2 111 881	$(0.00)
March 31,2017	$303,376	$92,698	$(0.00)
December 31, 2016	$225,117	$(211,263)	$(0.01)
September 30, 2016	$129,055	$(95,672)	$(0.01)
June 30, 2016	$159,611	$(199,502)	$(0.01)
March 31, 2016	$160,230	$(41,119)	$(0.01)
December 31, 2015	$123,546	$(100,771)	$(0.01)
September 30, 2015	$ 97,542	$(125,742)	$(0.01)

Liquidity

The Company finances its operations mainly through the sale of its shares. The Company also considers other financing alternatives, such as joint venture and/or royalty financings.

During the period, the Company completed a first tranche of $1 500 000 flow-through financing to which it issued 11 999 285 flow-through shares at a price of $0.105 per share for a gross proceed of $1 259 925.

As at June 30, 2017, the Company had cash and cash equivalents of $2 692 853 compared to $1,375,590 as at December 31, 2016. Working capital as at June 30, 2017 was $2 417 288 compared to $836,966 as at December 31, 2016. The increase in working capital is a result of the Company's private placements described above and the sales of the net smelter royalty of Ellison property.

Capital Resources

The Company has been authorised during the quarter to issue flow-through shares for an amount of $1 500 000. As at the end of the quarter an amount of $1 259 925 was received and is committed to incur eligible exploration and evaluation expenses by December 2018.

The Company is committed to incur eligible exploration and evaluation expenses of $1 392 410 by December 31, 2017 related to its flow-through financing completed in 2016. As at June 30, 2017, the Company had incurred such eligible expenses.

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 consolidated 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, revenues and expenses. Actual results may differ from these estimates.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in Note 4 of the audited annual consolidated financial statements of the Company for the year ended December 31, 2016 and consists in the determination of capitalizable costs as exploration and evaluation assets relating to the acquisition of assets of Cancor and Cogitore as well as the recognition and measurement of refundable credits on mining duties.

Critical judgments in applying accounting policies relate to the accounting for the transaction with Cogitore which was recorded as an asset acquisition since the assets acquired do not meet the definition of a business according to IFRS 3, *Business Combinations*.

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year have been made in respect of the following:

- Recoverability of mining properties and exploration and evaluation assets;
- Assessment of refundable credit on mining duties and tax credits related to resources;
- Estimation of the provision for site restoration costs;
- Recoverability of income tax assets;
- Estimation of the fair value of the liability related to flow-through shares.

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

New accounting standards and amendments adopted

The following amendments have been applied in preparing the first quarter 2017 unaudited condensed consolidated interim financial statements and did not have a significant impact on the financial statements:

Amendments to IAS 1

On December 18, 2014, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* as part of its major initiative to improve presentation and disclosure in financial reports (the "Disclosure Initiative").

Future Accounting Standards

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

IFRS 9, *Financial Instruments*

On July 24, 2014, the IASB issued the complete IFRS 9 (IFRS 9 (2014)).

The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. Early adoption is permitted. The restatement of prior periods is not required and is only permitted if information is available without the use of hindsight.

IFRS 9 (2014) introduces new requirements for the classification and measurement of financial assets. Under IFRS 9 (2014), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows.

The standard introduces additional changes relating to financial liabilities.

It also amends the impairment model by introducing a new "expected credit loss" model for calculation impairment.

IFRS 9 (2014) also includes a new general hedge accounting standard which aligns 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 intends to adopt IFRS 9 (2014) in its consolidated financial statements for the annual period beginning on January 1, 2018. The Company has not yet assessed the impact of the adoption of this standard on its consolidated financial statements.

IFRS 15, *Revenue from Contracts with Customers*

On May 28, 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers*. The new standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

IFRS 15 will replace IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfer of Assets from Customers*, and SIC 31, *Revenue – Barter Transactions Involving Advertising Services*.

The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRS.
The Company intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning on January 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

IFRS 16, *Leases*

On January 13, 2016 the IASB issued IFRS 16, *Leases*. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15, *Revenue from Contracts with Customers* at or before the date of initial adoption of IFRS 16. IFRS 16 will replace IAS 17, *Leases*.

This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors.

Other areas of the lease accounting model have been impacted, including the definition of a lease. Transitional provisions have been provided.

The Company intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning on January 1, 2019. The extent of the impact of adoption of the standard has not yet been determined.

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, 2016 and the period ended June 30, 2017. Based on that evaluation, the officers have concluded that as at that date, such disclosure controls and procedures are not effective as they contain a material weaknesses as further described in the section "Internal control over financial reporting". These material weaknesses have the potential to result in a material misstatement in the Company's financial statements, and should also be considered material weaknesses 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's operations do not have sufficient size and scale to warrant the hiring of additional staff to correct these weaknesses 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, 2016. Based on that evaluation, the officers have concluded that as at that date, such internal control over financial reporting is not effective as it contains the following material weaknesses:

- there is an inadequate segregation of duties;
- there is no formal process to identify a loss of value of the long-term assets; and
- there is no formal process to evaluate the provision for the site restoration.

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's operations do not have sufficient size and scale to warrant the hiring of additional staff to correct these weaknesses with respect to the inadequate segregation of duties at this time.

Management is frequently in discussions with various third parties regarding its mining properties and possible joint ventures and other transactions. Accordingly, in spite of the lack of a formal process to assess any potential loss in valuation for long term assets, management believes that any important

inaccuracy in valuation is unlikely due to information obtained from discussions with potential industry partners.

With regard to the lack of a formal process to evaluate provisions for site restoration, management believes that any important inaccuracy is unlikely as only two properties of the Company are subject to restoration work and an evaluation of the provision for site restoration of these two properties has recently been completed.

There has been no change in the Company's internal control over financial reporting that occurred during the year ending December 31, 2016 and the period ended June 30, 2017 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 Gérald Riverin, Ph.D., P. Geo.

Transactions with related parties

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 consolidated statement of comprehensive loss because such payments will never be recovered. G. Bodnar jr., an officer and director of the Company, is the sole shareholder of Alta. For the three month period ended June 30, 2017, a sum of $12,500 was paid as a royalty payment to Société Minière Alta Inc.

Financial Instruments

Financial instruments used by the Company consist of cash and cash equivalents, temporary investments, other receivables, in-trust deposits 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 305 252 584 were issued and outstanding as at August 7, 2017. As of such date, the Company also had outstanding options to purchase a total of 6,925,000 shares at prices ranging from $0.10 to $0.27 per share and warrants to purchase a total of 11,626,982 shares at prices ranging from $0.10 to $0.12 per share.

Additional information

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