

YORBEAU RESOURCES INC.
(the “Company”)

MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of the Company believes that each of its members should have the confidence and support of the shareholders of the Company. To this end, the Board has unanimously adopted this Majority Voting Policy (the “**Policy**”) and future nominees for election to the Board will be required to confirm that they will abide by this Policy.

This Policy should be interpreted in a manner consistent with the articles of the Company, and any federal or provincial law, regulation or rule and any stock exchange rule to which the Company is subject.

Forms of proxy for the election of directors will permit a shareholder of the Company to vote in favour of, or to withhold from voting for, each individual director nominee. The chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director. For the purposes of this Policy, the only votes taken into account are the votes received by proxy.

If a director nominee receives a greater number of votes withheld than votes in favour of him or her, the nominee will be considered by the Board not to have received the support of the shareholders of the Company, even though duly elected as a matter of corporate law. Such a nominee must immediately tender his or her resignation to the Board, other than in the context of a contested election.

The Board will promptly accept the resignation unless it determines that there are exceptional circumstances that justify rejecting it. In any event, the resignation will be accepted (or in rare cases rejected) within 90 days of the relevant meeting. The resignation will be effective when accepted by the Board. A director who tenders a resignation pursuant to this Policy shall not participate in any meeting of the Board at which the resignation is considered.

Following the Board’s decision, the Company shall promptly issue a press release announcing its decision and provide a copy of such press release to the TSX. In the event that the Board determines not to accept the resignation, the press release shall fully state the reasons for such decision.

Subject to the articles and by-laws of the Company, the Board may (i) leave the resulting vacancy in the Board unfilled until the next annual meeting of the shareholders of the Company; (ii) fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders; or (iii) call a special meeting of the shareholders of the Company to consider the election of a nominee to fill the vacant position.

In the event that any director refuses to tender his or her resignation in accordance with this Policy, he or she will not be renominated for election by the Board.

This Policy does not apply in the context of a contested election, being an election where the number of nominees for election as a director exceeds the number of directors to be elected.