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

Management's Discussion and Analysis
for the year ended December 31, 2019

The following Management’s Discussion and Analysis (“MD&A”) was prepared as at March 27, 2020 and should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2019 and the accompanying notes. The Company’s audited annual financial statements for the year ended December 31, 2019 and the accompanying notes have been prepared in accordance with the 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

Subsequent to the end of the Company’s 2019 fiscal year, the COVID-19 novel coronavirus outbreak has and continues to cause significant market and social disruption. Following the March 23, 2020 announcement by the Government of Québec of several new social distancing measures enacted to combat the spread of the outbreak, including the closure of all non-essential businesses, the Company, together with its partner IAMGOLD, held discussions to evaluate the situation and to develop a response plan. On March 23, 2020, the drilling program being conducted on the Lac Gamble portion of the Company’s Rouyn property was suspended for an initial three-week period ending on April 13, 2020. The Company has also taken steps to temporarily close its Rouyn office and to implement remote working initiatives for its personnel. Two temporary employees of the Company in Rouyn have been laid off as of the date hereof. The Company and IAMGOLD intend to reassess the situation on April 13, 2020, taking into account any new information, guidance or directives to be issued by governmental and health authorities as the situation develops.

Similarly, the Company has taken steps to temporarily close its Montreal office to outside visitors during such period, to reduce administrative and operational activities to the minimum required to ensure business continuity, and to implement remote working initiative for certain of its Montreal employees.

In December 2019, the Company completed a private placement and issued a total of 14 060 000 flow-through shares at a price of $0.05 for gross proceeds of $703 000.

In December 2019, to maintain its option to purchase a 100% interest in the Rouyn property, IAMGOLD has made a cash payment to Yorbeau in the amount of $500,000 corresponding to a part of the total $4 000 000 to be made to Yorbeau.

On Rouyn project, during the fourth quarter of 2019, drill cores of Astoria (18 holes for 6 585 metres) were described and all samples were forward to the laboratory to be analysed. Results will be announced shortly.

On KB project, Yorbeau completed a drilling program of 8 holes for a total of 1 475 metres. The first objective was to confirm grades and thickness of ICON showing. Drill hole KB-02 has been drilled 25 metres below the Icon showing and intersected 1.4 metres of massive sulfides grading 0.9% Cu, 10.5% Zn, 0.1 g/t Au and 34 g/t Ag. The second objective was to test strong VTEM geophysical anomalies located along the interpreted KB horizon in which the Icon showing is located.

The 2019 drilling data compilation led to a better understanding of stratigraphy and indicates the presence of a fault which shifts the overall stratigraphy. Consequently, the KB horizon has not been tested east of this fault where VTEM anomalies are located. Moreover, borehole geophysics modeling shows two conductors located close to Icon showing. These targets should be tested in the future.

The Company is continuing its valuation of the other properties in order to optimize its future exploration activities.

Risk and uncertainties

Exploration and development of mineral deposits may be affected to varying degrees by a number of factors such as government regulations, environmental risks, land use, dependency on key personnel and other risks normally encountered incurred in the mining industry. The Company has many competitors with more financial, technical and other resources than its own.

The exploration, development and operation of the Company's properties may require significant additional financing. The sources of future funds available to the Company are the additional issue of share capital and financing by joint venture and/or the sale of royalties. There is no assurance that such financing will be available to the Company. Failure to obtain sufficient funding may result in delay or indefinite postponement of exploration, development or production work to any or all of the Company's properties, and may even result in loss of ownership in the property.

Results of activities

Administration

During the year ended December 31, 2019, the Company achieved net loss of $514,912 compared to a net loss of $1,004,277 the previous year. This represents a net loss of $0.01 per share. Revenues for the year totaled $807,119 (excluding a non-cash flow-through share item) compared to $56,024 for the year ended December 31, 2018. Revenues consist of: (i) a $776,041 representing the fees billed to IAMGOLD; (ii) an amount of $31,078 representing the lease costs of $4,200 invoiced to 1948565 Ontario Inc. for the storage of cores on the Yorbeau property and the $26,878 fee charged to IAMGOLD for the rental the Yorbeau Core Library located in Chibougamau. Expenses for the year totaled $1,836,524 (excluding non-cash items of share-based payments compared to $1,221,479 at the year ended December 31, 2018. The administrative expenses for the year, the details of which are shown in the table below, increased by $39,015 compared to the previous year.

		2019		2018
Salaries	$	246,243	$	232,979
Professional fees		217,164		400,125
Investor Relations		214,746		150,802
Taxes, permits, and other		91,721		543
Rent		57,345		68,707
Insurance		11,884		11,824
Amortization of the assets under the right-of-use		4,520		--
Miscellaneous		133,770		151,428
Total	$	977,393	$	1,016,408

Mining properties and exploration and evaluation assets

During the year, the Company incurred a total of $905,532 in exploration expenses (compared to $1,440,379 in the previous year), which were incurred primarily on the Scott Lake and KB properties. Significant items in exploration expenditures are drilling costs of $528,002 and salaries and consulting costs for geologists and technicians totaling $323,400.

As a result of these exploration costs and expenses, the Company's mineral properties and exploration and evaluation assets increased to $22,665,671 as at December 31, 2019 (compared to $22,260,139 as at December 31, 2018), of which the amount of $15,075,051 represents the net book value of the Rouyn property.

Selected annual information

The following table presents selected yearly financial information for each of the three most recent fiscal years:

		2019		2018		2017
Revenue	$	807,119	$	56,024	$	2,424,528
Other income related to flow-through shares	$	571,773	$	222,345	$	476,181
Total income	$	1,378,892	$	278,369	$	2,900,709
(Net loss) profit and comprehensive income	$	(514,912)	$	(1,004,277)	$	1,720,554
(Net loss) profit per share, basic and diluted	$	(0.01)	$	(0.01)	$	0.01
Total assets	$	27,921,658	$	28,211,305	$	28,355,782
Long-term liabilities	$	289,485	$	279,000	$	279,000

Summary of quarterly results

The following table presents cumulative quarterly information for each of the eight most recently completed quarters:

Cumulative Information as at		Revenues		Net earnings (Net loss)		Net earnings (net loss) per share basic and diluted
December 31, 2019 [(1)]	$	1,378,892	$	(514,912)	$	(0,01)
September 30, 2019	$	630,257	$	(144,429)	$	(0,01)
June 30, 2019	$	517,298	$	(51,322)	$	(0.01)
March 31, 2019	$	446,616	$	178,383	$	0.01
December 31, 2018	$	278,369	$	(1,004,277)	$	(0.01)
September 30, 2018	$	253,145	$	(476,925)	$	(0.01)
June 30, 2018	$	243,095	$	(249,208)	$	(0.00)
March 31, 2018	$	217,745	$	13,429	$	0.01

[(1)]Revenues and expenses related to the option agreement with IAMGOLD were presented separately at the gross amount starting in the fourth quarter of 2019 and for the cumulative year ended December 31, 2019, as it was determined that the Company was acting as principal and not as an agent, whereas they were presented at the net amount in previous quarters. This reclassification had no impact on the net loss and overall result.

Liquidity

The Company finances its activities primarily through the sale of its shares. The Company also considers other financing alternatives, such as financing by joint venture.

During the year, the Company completed a private placement, as described under "General", pursuant to which it issued 14,060,000 flow-through shares at a price of $0.05 per share for gross proceeds of $703,000.

Management expects that the working capital available to the Company at the end of the year will not provide the Company with adequate funding to cover its budgeted general administrative expenses and to meet its short-term obligations for the next twelve months, and to complete its planned 2020 calendar year exploration budget. Consequently, the Company will need to obtain additional financing in 2020.

Capital Resources

The Company has committed to carry out eligible exploration and exploration work for an amount of $950,500 before December 31, 2019 in relation to the flow-through financing completed in 2018. As at December 31, 2019, the Company had paid its commitments.

As for the $703,000 accrued financing in 2019, the Company retains a commitment to carry out eligible exploration and exploration work for an amount of $699,318 by December 31, 2020.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the carrying amount of assets, liabilities, liabilities and other assets, products and expenses. Actual results may differ from these estimates.

Assumptions and estimates uncertainties that present a significant risk of causing a material adjustment in the next fiscal year are recognized in relation to:

- Recoverability of mining properties and exploration and evaluation assets;
- Assessment of resource credits and refundable mineral rights credits;
- Assessment of the provision for site restoration;
- Recoverability of tax assets;
- Fair value measurement of the flow-through share liability.

The estimates and underlying assumptions are reviewed regularly. Any revision of accounting estimates is recognized in the period in which the estimates are revised and in future periods affected by those revisions.

New accounting standards and interpretations recently adopted

The following new standards and practices have been selected and applied by the Company:

IFRS 16, *Leases*

In January 2016, the IASB issued IFRS 16, Leases ("IFRS 16"). IFRS 16 sets out the method to be used to recognize, measure and present leases. The standard implements a single lessee accounting model and requires a lessee 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.

The Company has applied the simplified transition approach and has therefore not restated the comparative figures for fiscal 2018. The right-of-use assets related to real estate leases were measured at transition as if the new standard had been applied since the effective date of the respective leases but using the Company's marginal borrowing rate of 10% as at January 1, 2019 for similar assets.

Uncertainty over income tax treatment treatments

On June 7, 2017, the IASB published the IFRIC 23 interpretation entitled "Uncertainty about tax treatment." The interpretation provides guidance on the accounting of liabilities and tax assets due and deferred in circumstances where there is uncertainty about tax treatment.

The Company adopted the interpretation in its financial statements for the fiscal year open on January 1, 2019. The adoption did not have a significant impact on the Company's financial statements.

Controls and procedures for the communication of information

The Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures at the end of the year ended December 31, 2019. Based on that evaluation, Management has concluded that, at this time, these disclosure controls and procedures are not effective as they have significant weaknesses, as described in more detail in the section "Internal Control over financial reporting". These material weaknesses could give rise to material misstatements in the financial statements of the Company and are also considered to be material weaknesses of the Company's internal control over financial reporting. Management has concluded and the Board of Directors has approved that, given the current size of the Company, its current stage of development and the current interest of shareholders, the Company does not have the resources to hire additional staff to correct thes deficiencies.

Internal control over financial reporting

The Chief Executive Officer and Chief Financial Officer of the Company have designed, or have had under their supervision, design an internal control over financial reporting to provide reasonable assurance that the financial information is reliable and that the financial statements have been prepared in accordance with IFRS. This internal control over financial reporting is not effective because it has the following significant weaknesses:

- there is an inadequate separation of duties as previously mentioned in “Disclosure controls and procedures”;

- there is no formal process to identify long-term asset impairment; and

- there is no formal process to evaluate the provision for site restoration.

Management has concluded and the Board of Directors has approved that, given the current size of the Company, its current stage of development and the current interest of shareholders, the Company does not have the resources to hiring additional staff to correct the deficiency resulting from inadequate separation of duties.

Management frequently has discussions with third parties regarding its mineral properties and the possibility of forming joint ventures and other transactions. As a result, despite the absence of a formal process to identify long-term asset impairment, management believes that a material misstatement in the valuation is unlikely due to the information obtained from discussions with potential industry partners.

With respect to the lack of a formal assessment process for the site restoration provision, it is management's opinion that a material misstatement is unlikely since only two properties of the Company are subject to restoration work and that an assessment of the provision for site restoration of these two properties has been made recently.

There has been no change to the Company's internal controls over financial reporting during the Company's year ended in December 31, 2019, which has or may reasonably be expected to have a material impact on the Company's internal control over financial reporting.

Disclosure of technical and scientific information

The qualified person under NI 43-101 who reviews and approves the technical and scientific information disclosed in the Company's press releases and other continuous disclosure documents is Sylvain Lépine, M.Sc, P. Geo.

Transactions with related parties

In partial consideration for the acquisition of 12 mining claims that are now part of the Rouyn property, the Company agreed, under an agreement dated July 14, 1997, to pay a royalty of $50,000 per year to Société Minière Alta Inc., a company controlled by a Yorbeau director.

Financial instruments

Financial assets are classified and valued in three categories: amortized cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss (FVTPL). Financial liabilities are categorized and assessed into two categories: amortized costs or FVTPL. The Company's financial assets, including cash and cash equivalents, other receivables and trust deposits, are categorized and valued at amortized cost. All of the Company's financial liabilities, i.e. creditors and charges payable, are also categorized and assessed at amortized cost. Financial assets are not reclassified after their initial accounting unless the Company detects changes in its business model in the management of financial assets and would reassess the classification of financial assets.

Information on current shares

The authorized capital of the Company consists of an unlimited number of Class A common shares of which 340,609,013 were issued and outstanding as of December 31, 2019. At that date, the Company also had outstanding options to purchase a total of 8,525,000 shares at prices ranging from $0.025 to $0.18 per share.

Additional information

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