

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

Management's Discussion and Analysis
for the period ended June 30, 2021

The following Management's Discussion and Analysis (“MD&A”) was prepared as at August 30, 2021 and should be read in conjunction with the Company's second quarter 2021 condensed interim financial statements and the accompanying notes and the audited annual financial statements and the accompanying notes for the year ended December 31, 2020 and the related annual MD&A. The Company's second quarter 2021 condensed interim financial statements 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

The company, has implemented, in collaboration with its partner IAMGOLD, rigorous safety protocols in order to prevent the spread of Covid-19 in line with recommendations from the National Institute of Public Health of Québec (INSPQ) and the Commission des normes, de l'équité, de la santé et de la sécurité du travail (CNESST).

At the Rouyn project, ten (10) drill holes were completed in the Cinderella sector and two (2) drill holes were also completed in the Augmitto sector for a total of 3757 linear meters. This drilling was done in collaboration with our partner IAMGOLD.

The drilling program focuses primarily on:

- Infill and exploration drilling at Cinderella to estimate the potential of three gold envelopes discovered by Yorbeau between 2008 and 2012. In this area, holes 10-CI-535 and 08-CI-464 respectively returned 3.3 g/t over 33.0 metres and 8.12 g/t over 7.0 metres (see Yorbeau's news releases dated May 26, 2010 and September 25, 2008).
- Infill drilling at Augmitto to test the continuity of the known mineralization zone where holes 06-S-413 and 06-S-412A returned 26.02 g/t Au over 8.40 meters and 4.53 g/t Au over 12.00 meters respectively (see [Yorbeau's news releases dated November 08, 2006](#)).
- Possible exploration at Augmitto outside the area containing mineral resources (please see RPA 43-101 report on Yorbeau web site) to test the potential of the gold system at depth (above 700 metres vertical depth).

In addition, assay results from the seven (7) drill holes completed this winter at Gamble are still pending. They will be published once received, validated and compiled.

At the Scott project, a 350 metre drill hole is underway to test the western extension of the Chibougamau Copper showing (William Lake). This showing is located near the contact between the volcanic rocks and the intrusive rocks of the Lac Doré Complex. The best historical value reported from this showing is 4.83% copper over 2.13 metres.

The Company is continuing its valuation of the other properties in order to optimize its future exploration activities. In addition, Yorbeau is in discussions with potential partners who could join our exploration projects.

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 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 through 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.

Summary of quarterly results

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

<u>Cumulative Information as at</u>	<u>Revenues</u>	<u>Net earnings (Net loss)</u>	<u>Net earnings (net loss) per share basic and diluted</u>	
June 30, 2021	\$ 395,714	\$ (529,841)	\$	(0.01)
March 31, 2021	\$ 198,775	\$ (211,005)	\$	(0.01)
December 31, 2020	\$ 1,144,814	\$ (1,597,765)	\$	(0.01)
September 30, 2020	\$ 799,017	\$ (699,393)	\$	(0.01)
June 30, 2020	\$ 537,677	\$ (457,871)	\$	(0.01)
March 31, 2020	\$ 307,772	\$ (286,372)	\$	(0.01)
December 31, 2019	\$ 1,378,892	\$ (514,912)	\$	(0.01)
September 30, 2019	\$ 1,059,960	\$ (300,617)	\$	(0.01)

Liquidity

As at June 30, 2021, the Company had cash and cash equivalents of \$571,012 compared to \$1,467,916 as at December 31, 2020. Working capital as at June 30, 2021 was \$ 283,404 compared to \$1,024,860 as at December 31, 2020.

Capital resources

The Company has committed to carry out eligible exploration and evaluation work for an amount of \$1,500,000 before December 31, 2022 in relation to the flow-through financing completed in 2020. As at June 30, 2021, the Company incurred \$644 925 of 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 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:

- Assessment of the provision for site restoration costs;
- Recoverability of income 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.

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, 2020. 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 these 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 quarter ended in June 30, 2021, 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 in-trust deposits, are categorized and valued at amortized cost. All of the Company's financial liabilities, including trade, other payables and loan, are also categorized and measured at amortized cost. Financial assets are not reclassified after their initial recognition unless the Company identifies changes in its business model in managing 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 364,235,936 were issued and outstanding as of June 30, 2021. At that date, the Company also had outstanding options to purchase a total of 12,250,000 shares at prices ranging from \$0.025 to \$0.065 per share.

Additional information

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