

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

Management's Discussion and Analysis
for the year ended December 31, 2023

The following Management's Discussion and Analysis (“MD&A”) was prepared as at March 28, 2024 and should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2023 and the accompanying notes. The Company's audited annual financial statements for the year ended December 31, 2023 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

During the year ended December 31, 2023, the Company has completed a \$1,200,000 private placement (the “Private Placement”) by issuing 24,285,714 Class A common shares comprised of 10,000,000 “flow-through” Class A common shares at a price of \$0.07 per share and 14,285,714 non-flow-through Class A common shares at a price of \$0.035 per share for an aggregate gross proceeds of \$1,200,000.

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

Exploration and development of mineral deposits may be affected to varying degrees by a number of factors. 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>
December 31, 2023	\$ 137,753	\$ (2,436,538)*	\$ (0.01)
September 30, 2023	\$ 83,870	\$ (716,607)	\$ (0.01)
June 30, 2023	\$ 46,718	\$ (469,023)	\$ (0.01)
March 31, 2023	\$ 22,321	\$ (164,914)	\$ (0.01)
December 31, 2022	\$ 828,823	\$ (2,503,810) *	\$ (0.01)
September 30, 2022	\$ 542,436	\$ (675,324)	\$ (0.01)
June 30, 2022	\$ 380,151	\$ (462,995)	\$ (0.01)
March 31, 2022	\$ 184,878	\$ (238,778)	\$ (0.01)
December 31, 2021	\$ 897,852	\$ (968,605)	\$ (0.01)

* includes (\$1,467,729) impairment of mining properties and exploration and evaluation assets ((\$1,804,459). In 2022)

Liquidity

At December 31, 2023, the Company had cash and cash equivalents of \$222,759 compared to \$376,012 at December 31, 2022. Working capital was (\$197,467) at December 31, 2023 compared to \$420,503 at December 31, 2022.

The Company finances its activities primarily through the sale of its shares. The Company also considers other financial alternatives, such as financing by a joint venture and/or the sales of royalties.

Capital resources

The Company has committed to carry out eligible exploration and evaluation work for an amount of \$562,500 before December 31, 2023 in relation to the flow-through financing completed in 2022. At December 31, 2023, the Company incurred \$562,500 of eligible expenses.

The company has committed to carry out \$700,000 in eligible exploration and evaluation work before December 31, 2024, related to the flow-through financing completed in August 2023. At December 31, 2023, the Company incurred \$21,683 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.

Critical Accounting Estimates (continued)

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, 2023. 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.

Internal control over financial reporting (continued)

There has been no change to the Company's internal controls over financial reporting during the Company's year ended on December 31, 2023, 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 Laurent Hallé, 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 measured based on the three following categories: amortized cost, fair value through other comprehensive income, and fair value through profit and loss ("FVTPL"). Financial liabilities are classified and measured in two categories: amortized costs or FVTPL. The Company's financial assets, namely cash, other receivables and in-trust deposits, are categorized and measured at amortized cost and the investment which is categorized and measured at FVTPL based on prices on the stock exchange on the relevant valuation date. All of the Company's financial liabilities, including accounts payable and accrued liabilities, and loan are also categorized and measured at amortized cost.

Financial assets are not reclassified subsequent to 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 441,588,330 were issued and outstanding as of December 30, 2023. At that date, the Company also had outstanding options to purchase a total of 7,200,000, shares at prices ranging from \$0.05 to \$0.065 per share.

Additional information

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