

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

YORBEAU RESOURCES INC. (the "**Company**")
110 Crémazie Boulevard West, Suite 430
Montreal, QC H2P 1B9

2. DATE OF MATERIAL CHANGE

December 21, 2018.

3. NEWS RELEASE

A news release disclosing the material change was disseminated via the facilities of a recognized news service and filed on the *System for Electronic Document Analysis and Retrieval* (SEDAR) on December 21, 2018.

4. SUMMARY OF MATERIAL CHANGE

On December 21, 2018, the Company completed a private placement of 18,410,000 flow-through Class A common shares at a price of \$0.05 per share for gross proceeds of \$920,500.00.

5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached press release for details.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102:

Not applicable.

7. OMITTED INFORMATION

None.

8. EXECUTIVE OFFICER

The following executive officer is knowledgeable about the material change and this report:

Georges Bodnar Jr.
Vice President, Chief Financial Officer
Telephone: (514) 384-2202
Toll-Free in North America 1-855-384-2202

9. DATE OF REPORT

December 21, 2018

**PRESS RELEASE
FOR IMMEDIATE RELEASE**

YORBEAU CLOSES PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

Montreal, December 21, 2018 - Yorbeau Resources Inc. (TSX: YRB) (the "**Company**" or "**Yorbeau**") is pleased to announce that it has completed a private placement (the "**Private Placement**") by issuing 18,410,000 Class A common shares at a price of \$0.05 per share for gross proceeds of \$920,500.00. The Company paid a finder's fee and a brokerage commission totaling 7% with respect to a portion of the Private Placement representing \$750,000.00.

The Company will use the proceeds raised from the issue of the flow-through Class A common shares to incur Canadian exploration expenses on its properties.

Three insiders subscribed for a total of 1,450,000 Class A common shares having an aggregate subscription price of \$72,500.00. As insiders of the Company participated in the Private Placement, it is deemed to be a "related party transaction" as defined under Multilateral Instrument 61-101—*Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Private Placement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(a) and 5.7(a)) as neither the fair market value of the Class A common shares distributed to, nor the consideration received from, interested parties exceeded 25% of the Company's market capitalization. The Company did not file a material change report at least 21 days prior to the closing of the Private Placement as participation of the insiders had not been confirmed at that time.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the 1933 Act) absent such registration or an applicable exemption from such registration requirements.

About Yorbeau Resources Inc.

The Rouyn Property, wholly-owned by the Company, contains four known gold deposits in the 6-km-long Augmitto-Astoria corridor situated on the western portion of the property. Two of the four deposits, Astoria and Augmitto, benefit from substantial underground infrastructure and have been the subject of technical reports that include resource estimates and that were filed in accordance with Regulation 43-101 – *Standards of Disclosure for Mineral Projects*. In 2015, the Company expanded its exploration property portfolio by acquiring strategic base metal properties in prospective areas of the Abitibi Belt of Quebec and Ontario that feature an infrastructure favourable for mining development. The newly acquired base metal properties include the Scott Project, which bears important mineral resources

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www.yorbeauresources.com

(see the press release dated March 30, 2017) and on which a positive Preliminary Economic Assessment was recently completed.

For additional information on the Company, consult its website at www.yorbeauresources.com.

For further information, please contact:

Gérald Riverin, PhD, P. Geo
President, Yorbeau Resources Inc.
Yorbeau Resources Inc.
griverin@yorbeauresources.com
Tel: 819-279-1336

G. Bodnar Jr.
Vice-President,
Yorbeau Resources Inc.
gbodnar@yorbeauresources.com
Tel: 514-384-2202

Toll free in North America: 1-855-384-2202

***Forward-looking statements:** Except for statement of historical fact, all statements in this news release, including, without limitation, statements regarding the use of proceeds of the Private Placement are forward-looking statements which involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements. Yorbeau disclaims any obligation to update such forward-looking statements, other than as required by applicable securities laws.*

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