

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

1. NAME AND ADDRESS OF COMPANY

YORBEAU RESOURCES INC. (the "**Company**")
50 Crémazie Boulevard West, Suite 430, Montreal, QC H2P 2T1

2. DATE OF MATERIAL CHANGE

December 10, 2024.

3. NEWS RELEASE

A press 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 16, 2024.

4. SUMMARY OF MATERIAL CHANGE

On December 10, 2024, the Company completed the previously announced sale of its Rouyn property (the "**Property**") to Lac Gold (Rouyn) Inc. ("**Lac Gold**"), a Canadian based subsidiary of Lac Gold Pty Ltd (Au) (the "**Transaction**").

5. FULL DESCRIPTION OF MATERIAL CHANGE

On December 10, 2024, the Company completed the Transaction.

Pursuant to the Transaction, in consideration of a 100% interest in the Property, Lac Gold must pay a purchase price of C\$25,000,000 to the Company as follows:

- C\$2,000,000 paid to the Company within 48 hours of signing the asset purchase agreement dated October 1, 2024 between the Company and Lac Gold (which amount was received by the Company on October 3, 2024);
- C\$3,000,000 payable to the Company on the closing date of the Transaction (which amount was received by the Company on December 16, 2024); and
- three equal instalments of C\$6,666,666 payable to the Company on each of the second, third and fourth anniversary of December 10, 2024, collectively making up the C\$20,000,000 unpaid balance of the purchase price, as evidenced by a promissory note issued on December 10, 2024 by Lac Gold to the Company carrying interest at a rate of 5% per annum.

The title to the Property was transferred to Lac Gold on December 10, 2024 upon the payment of the second tranche of C\$3,000,000 and the satisfaction of other customary closing conditions. Lac Gold has until December 10, 2028 to pay the final instalment on the unpaid balance of the purchase price, but may accelerate any such payment. Lac Gold's payment of the unpaid balance of the purchase price, together with accrued and unpaid interest thereon, is secured by a first-ranking hypothec on the Property.

In addition to the purchase price payable by Lac Gold, in connection with closing of the Transaction, Lac Gold issued and granted to the Company a 2% net smelter returns royalty on any minerals produced from the Property.

The Company intends to use the proceeds from the sale of the Property to fund exploration programs and pre-development activities on its other properties, as well as for general corporate purposes.

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

9. DATE OF REPORT

December 17, 2024.

Forward-looking statements: *Except for statement of historical fact, all statements in this material change report, including, without limitation, statements regarding the Transaction, payments in respect of the purchase price and the timing thereof, the Company's intended use of proceeds, including any future exploration plans of the Company, and any statements regarding future plans and objectives, are forward-looking statements which involve significant risks and uncertainties. These risks and uncertainties include, but are not limited to, risks related to the payment of the unpaid balance of the purchase price and the timing of any such payments, failure to realize the expected benefits of the Transaction, risks related to Lac Gold, and the risk that the Property may not be developed or begin production in a timely manner, or at all. 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. The Company disclaims any obligation to update such forward-looking statements, other than as required by applicable securities laws.*