

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

1. NAME AND ADDRESS OF COMPANY

YORBEAU RESOURCES INC. (the "**Company**")
50 Crémazie Boulevard West, Suite 403, Montreal, QC H2P 2T1

2. DATE OF MATERIAL CHANGE

December 15, 2025.

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 15, 2025.

4. SUMMARY OF MATERIAL CHANGE

On December 15, 2025, the Company completed a private placement of 13,750,000 "flow-through" Class A common shares at a price of \$0.08 per share for aggregate proceeds of \$1,100,000.

5. FULL DESCRIPTION OF MATERIAL CHANGE

On December 15, 2025, the Company completed a private placement (the "**Private Placement**") by issuing 13,750,000 "flow-through" Class A common shares at a price of \$0.08 per share for aggregate proceeds of \$1,100,000.

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.

Four directors of the Company, namely Messrs. Henri Gélinas, Dany Laflamme, Terry Kocisko and Georges Bodnar Jr. directly or indirectly subscribed for 3,125,000, 3,125,000, 3,125,000 and 625,000 Class A common shares, respectively, and a total of 10,000,000 Class A common shares in the aggregate having an aggregate subscription price of \$800,000. 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 was reviewed and approved by the board of directors of the Company, with interested directors abstaining from voting on such approval following a disclosure of their interest in the Private Placement as required under the *Business Corporations Act* (Québec). 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.

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 15, 2025.

Forward-looking statements: *Except for statement of historical fact, all statements in this material change report, 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.*