FORM 51-102F3

MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 **Name and Address of Company**

YORBEAU RESOURCES INC. (the « Company »)
110 Place Crémazie, Suite 430
Montreal, QC H2P 1B9

Item 2 **Date of Material Change**

December 3, 2014.

Item 3 **News Release**

The press release was released on December 4, 2014 through Marketwire.

Item 4 **Summary of Material Change**

The Company closed a private placement pursuant to which it issued 12,500,000 flow-through common shares at a price of $0.08 per share for gross proceeds of $1,000,000.

Item 5 **Full Description of Material Change**

See attached press release for details.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

Item 7 **Omitted Information**

Not applicable

Item 8 **Executive Officer**

David Crevier, Chairman and Chief Executive Officer
Telephone: (514) 284-3663

Item 9 **Date of report**

December 4, 2014.

YORBEAU
Experience Vision Exploration

PRESS RELEASE
FOR IMMEDIATE RELEASE

YORBEAU CLOSES $1 M PRIVATE PLACEMENT

Montreal, December 4, 2014 - Yorbeau Resources Inc. (the "Company") (TSX: YRB.A) is pleased to announce that it has completed a non-brokered private placement of 12,500,000 flow-through common shares at a price of $0.08 per share for gross proceeds of $1,000,000.

At closing, the Company paid a finder's fee to M Partners Inc. of 7% of the gross proceeds of the private placement and issued finder's warrants to purchase a total of 875,000 common shares at a price of $0.08 per share exercisable until December 3, 2016.

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

About Yorbeau Resources Inc.

The Company's 100% controlled Rouyn Property contains four known gold deposits in the 6-km-long Augmitto-Astoria corridor situated on the western half of the property. Two of the four deposits, Astoria and Augmitto, have substantial underground infrastructure and have been the focus of NI 43-101 technical reports that include resource estimates.

More information on the Company may be found on the Company's website at www.yorbeauresources.com. The raison d'être of Yorbeau is to identify a world class gold deposit in a major mining camp.

For further information, please contact:

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Forward-looking statements: *Except for statement of historical fact, all statements in this news release, without limitation, regarding new projects, acquisitions, future plans and objectives 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.*