

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 31, 2014.

Item 3 News Release

The press release was released on January 6, 2015 through Marketwire.

Item 4 Summary of Material Change

The Company closed a private placement pursuant to which it issued 4,210,000 flow-through common shares at a price of \$0.08 per share for gross proceeds of \$336,800.

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

January 7, 2015.

**PRESS RELEASE
FOR IMMEDIATE RELEASE**

YORBEAU CLOSES PRIVATE PLACEMENT

Montreal, January 6, 2015 - Yorbeau Resources Inc. (the “Company”) (TSX: YRB.A) is pleased to announce that it has completed a non-brokered private placement of 4,210,000 flow-through common shares at a price of \$0.08 per share for gross proceeds of \$336,800.

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.*