

BERKLEY RESOURCES INC.

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INFORMATION CIRCULAR

AS AT AND DATED DECEMBER 29, 2011

This Information Circular accompanies the Notice of the Special General Meeting (the "Meeting") of shareholders of Berkley Resources Inc. (the "Company") to be held on February 2, 2012, and is furnished in connection with a solicitation of proxies for use at that Meeting and at any adjournment thereof.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or his attorney authorized in writing, or if the shareholder is a corporation, by a duly authorized officer or attorney thereof, and deposited either at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or, as to any matter in respect of which a vote shall not already have been cast pursuant to such proxy, with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits the proxy is revoked.

PERSONS OR COMPANIES MAKING THE SOLICITATION

**THE ENCLOSED PROXY IS BEING SOLICITED BY
MANAGEMENT OF THE COMPANY**

Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

BENEFICIAL HOLDERS

Advice to Beneficial Holders

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" or "beneficial" shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "Beneficial Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Proxyholders named in the form and insert the Beneficial Holder's name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

Request for Voting Instructions

The Meeting materials are being sent to both Registered and Beneficial Holders of common shares of the Company. If you are a Beneficial Holder and the Company or its Transfer Agent, Computershare Trust Company, has sent these Meeting Materials directly to you, your name, address and information about your holdings of shares in the Company have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding shares on your behalf.

By choosing to send these Meeting Materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the accompanying request for voting instructions.

Voting of Proxies and Exercise of Discretion by Proxyholders

A shareholder may indicate the manner in which the persons named in the accompanying form of Proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the Proxy are certain, the shares represented by the Proxy will be voted or withheld from voting in accordance with the instructions given in the Proxy.**

If the shareholder specifies a choice in the Proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter accordingly. If no choice

is specified in the Proxy with respect to a matter to be acted upon, the Proxy confers discretionary authority with respect to that matter upon the proxy holder named in the Proxy. It is intended that the proxy holder named by management in the Proxy will vote the shares represented by the Proxy in favour of each matter identified in the Proxy and for the nominees of the Company's Board of Directors for directors and auditor.

The accompanying form of Proxy also confers discretionary authority upon the named proxy holder with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters that may properly come before the Meeting. As of the date of this Information Circular, management of the Company is not aware of any such amendments or variations, or any other matters, that will be presented for action at the Meeting other than those referred to in the accompanying Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the Proxy intend to vote on them in accordance with their best judgment.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares without par value. There is one class of shares only. There are issued and outstanding 46,139,482 common shares at December 29, 2011. At a General Meeting of the Company, on a show of hands, every shareholder present in person and entitled to vote and every proxy holder duly appointed by a holder of a share who would have been entitled to vote shall have one vote and on a poll, every shareholder present in person or represented by proxy shall have one vote for each share of which such shareholder is the registered holder.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company.

The directors have determined that all shareholders of record as of the 29th day of December, 2011 will be entitled to receive notice of and to vote at the Meeting. Those shareholders so desiring may be represented by proxy at the Meeting. The instrument of proxy, and the power of attorney or other authority, if any, under which it is signed or a notary certified copy thereof, must be deposited either at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., Suite 200 - 510 Burrard Street, Vancouver, BC, V6C 3B9 or at the Head Office of the Company at Suite 900 - 570 Granville Street, Vancouver, British Columbia, V6C 3P1 not less than 48 hours, Saturdays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or senior officer of the Company since the commencement of the Company's last completed financial year, or of any nominee for election as a director, or of any associate or affiliate of any of such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

PARTICULARS OF MATTERS TO BE ACTED UPON

SPECIAL BUSINESS

Change of Name of Company

The Board feels that it would be advisable to pass an ordinary resolution approving a change of the Corporation's name, from "Berkley Resources Inc." to "Berkley Renewables Inc." or such other name as the Board of Directors may approve, which is acceptable to regulatory and exchange authorities. Accordingly, at the Meeting the shareholders will be asked to consider and, if thought fit, to pass with or without amendment the following as ordinary resolutions:

BE IT RESOLVED that the name of the Company be changed to "Berkley Renewables Inc." or such other name as may be approved by the Board of Directors and applicable regulatory and exchange authorities.

BE IT FURTHER RESOLVED that any one director or officer of the Company be authorized to make any necessary filings with the Canadian National Stock Exchange and the Registrar of Companies for British Columbia to carry out and implement the foregoing, including, without limitation, the filing of a Form 11 Notice of Alteration with the Registrar of Companies.

Share Consolidation

To assist the Company in attracting future equity financing, the Board of Directors proposes to consolidate the share capital on the basis of ten (10) existing common shares for one (1) new common share without par value.

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass with or without amendment the following as ordinary resolutions in accordance with the Articles of the Company:

BE IT RESOLVED that the authorized and issued common share capital of the Company be altered by consolidating all of the 46,139,482 issued common shares without par value into 4,613,948 common shares without par value, on the basis that every ten (10) common shares be consolidated into one (1) common share without par value, or on such lesser basis as may be approved by the Board of Directors and the Canadian National Stock Exchange.

BE IT FURTHER RESOLVED that any one director or officer of the Company be authorized to make any necessary filings with the Canadian National Stock Exchange and the Registrar of Companies for British Columbia to carry out and implement the foregoing, including, without limitation, the filing of a Form 11 Notice of Alteration with the Registrar of Companies.

Under the *Business Corporations Act* (British Columbia), as amended, any company may, by the type of resolution as specified in its Articles, alter its issued share capital by consolidation. The Articles of the Company specify that the proposed share consolidation may be approved by ordinary resolution of the shareholders, consisting of a simple majority of the votes cast in person or by proxy at the Meeting.

The proposed share consolidation will not alter or change in any way any shareholder's proportion of votes to total votes; however, the total votes capable of being cast by shareholders at a general meeting of the Company in the future, will be reduced if the resolution is passed. Any resulting fractional share will be dealt with by taking the number of shares issuable on the exchange to the nearest lower whole share. In the event that the proposed share consolidation is not approved by the shareholders, the Company will not proceed with this matter.

The proposed share consolidation must also be accepted for filing by the Canadian National Stock Exchange (the “Exchange”). Following receipt of the Exchange’s acceptance and the filing of the Notice of Alteration giving effect to the proposed share consolidation, it is anticipated that Letters of Transmittal will be sent by mail to all holders of common shares then issued and outstanding, advising them that the share consolidation has been completed, and instructing them to surrender the certificates evidencing their common shares for new replacement certificates representing the number of post-consolidation common shares to which they are entitled as a result of the share consolidation.

Management of the Company recommends that shareholders vote in favour of the resolutions to effect a name change and to consolidate the share capital of the Company, and the persons named in the enclosed form of proxy intend to vote for the approval of the resolution at the Meeting, unless otherwise directed by the shareholders appointing them.

OTHER MATTERS

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on the System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com and on the Company’s website at www.berkleyresources.com. Shareholders may contact the Company at Suite 900 - 570 Granville Street, Vancouver, B.C., V6C 3P1 to request copies of the Company’s financial statements and management and discussion and analysis of financial results. Financial information for the Company is provided in the Company’s comparative financial statements and management discussion and analysis for its most recently completed financial year. The comparative annual and interim financial statements and management discussion and analysis of the Company may also be viewed on the SEDAR website at the location noted above.

BOARD APPROVAL

The contents of this Information Circular have been approved, and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Company.

By Order of the Board of Directors of

BERKLEY RESOURCES INC.

“Matt Wayrynen”

Matt Wayrynen
President