

# BERKLEY RESOURCES INC.

Suite 900 – 570 Granville Street

Vancouver, BC V6C 3P1

Tel.: (604) 682-3701

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Special Meeting of the Shareholders of Berkley Resources Inc. (hereinafter called the "Company") will be held at Suite 900, 570 Granville Street, Vancouver, British Columbia, on:

**Thursday, February 2, 2012**

at the hour of 10:00 a.m. in the forenoon (local time) for the following purposes:

- 1) to consider and, if thought fit, to approve an amendment to the articles of the Company in order to change the name of the Company to "Berkley Renewables Inc." or such other name as may be approved by the Board of Directors of the Company and applicable regulatory and exchange authorities, if any;
- 2) to consider and, if thought fit, to approve, by ordinary resolution, an amendment to the Company's articles providing that the Company's issued and outstanding common shares be consolidated on the basis of one (1) new common share in the capital of the Company for every ten (10) existing common shares, or such lesser number of existing common shares as may be determined by the Board of Directors of the Company and approved by applicable regulatory and exchange authorities, if any; and
- 3) to transact such other business as may properly come before the Meeting.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. **Shareholders who are unable to attend the Meeting in person should complete, date and sign the enclosed instrument of proxy, and to return it in the envelope provided for that purpose.**

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person, are asked to complete and sign the enclosed proxy and return it as soon as possible in the envelope provided for that purpose. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the Company's transfer agent, Computershare Investor Services Inc., 2<sup>nd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 no later than 10:00 a.m. (PST) on Tuesday, January 31, 2012.

DATED at Vancouver, British Columbia, this 29<sup>th</sup> day of December, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

*"Matt Wayrynen"*

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Matt Wayrynen, President