BERKLEY RENEWABLES INC.
(formerly Berkley Resources Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

Six months ended June 30, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

Berkley Renewables Inc. (**"Berkley"** or the **"Company"**) is a junior oil and gas exploration, production and development company based in Vancouver, BC. Additional information relating to the Company, including its audited annual financial statements, is available on the SEDAR website at www.sedar.com. Berkley is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. Berkley's common shares are listed for trading on the Canadian National Stock Exchange ("CNSX") under the symbol "**BKS**", on the US OTC under the symbol "**BRKDF**" and on the Frankfurt Stock Exchange under the symbol "**W80**" and "**WKN 871666**".

The following Management's Discussion and Analysis ("**MD&A**") is dated August 28, 2013 and discloses specified information up to that date. The following discussion and analysis of the operations, results and financial position of the Company for the six months ended June 30, 2013 should be read in conjunction with the unaudited financial statements for the six months ended June 30, 2013 and the audited financial statements for the year ended December 31, 2012.

The Company is classified as a "venture issuer" for the purposes of National Instrument 51-102. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") in Canada. Unless otherwise cited, references to dollar amounts are in Canadian dollars.

Forward-Looking Information

Certain statements in this MD&A and the documents incorporated by reference contain forward-looking information, which includes forward-looking statements within the meaning of applicable Canadian securities laws. Forward-looking statements are statements which relate to future events or our future performance, including our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", or "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause the Company's or the industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking information and statements will occur or, if they do occur, what benefits the Company will obtain from them. This MD&A contains forward-looking information and statements, which may include but are not limited to: statements with respect to the financial and operating performance of the Company; investments objectives and strategies; the business goals and strategies; forecast operating and financial results; planned capital expenditures; potential future market for products; the Company's plans for, and results of, exploration and development activities; the Company's treatment under governmental regulatory and royalty regimes and tax laws; competitive advantages; business prospects and opportunities; costs and timing of developmental new projects; management's assessment of future plans and operations; and requirements for additional capital.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect management's current judgment regarding the direction of the business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested in this MD&A. These assumptions, which includes management's current expectations, estimates and assumptions about certain projects and the markets in which the Company operates, the global economic environment, interest rates, the successful and timely implementation of capital projects; the Company's ability to generate sufficient cash flow from operations to meet current and future obligations and other risks and uncertainties described from time to time in the filings made with securities regulatory authorities; the impact of increasing competition; the Company's ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; the ability of the operator of the project in which the Company has interests to operate in a safe, efficient and effective manner; future commodity prices; currency, exchange and interest rates; the regulatory framework regarding royalties, taxes and environmental matters in the jurisdictions in which the Company operates may prove to be incorrect. A number of risks and uncertainties would cause the Company's actual results to differ materially from those expressed or implied by the forward-looking information and statements, including, but not limited to: the failure of the Company to execute business plans; general economic conditions affecting the Company; risks arising from operations generally; competition; accuracy of cost estimates; fluctuations in commodities prices; fluctuations in product supply and demand; risks associated with technology and its application to the business; changes in the applicable regulatory framework, including changes in regulatory approval process and land-use designations, royalty, tax, environmental, greenhouse gas, carbon and other laws and regulations, or changes to the associated with compliance; the loss of key management employees; the Company's abilities to control operating costs, general administrative and other expenses; other factors beyond the Company's control; insufficient investor interest in the Company's securities which may impact its ability to raise additional financing as required.

These forward-looking statements are based on the estimates and opinions of management at the time they are made. Although management believes that the expectations reflected in these forward-looking statements are reasonable, future results, levels of activity, performance or achievements cannot be guaranteed. Readers of this MD&A are cautioned not to rely on these forward-looking statements. Except as required by applicable securities law, the Company does not intend to update any of the forward-looking statements in this MD&A to conform these statements to actual results.

Overview

Berkley is a publicly-traded, Vancouver-based, oil and gas company engaged in the acquisition, development, exploration and production of petroleum and natural gas reserves in Alberta. The Company has interests in producing natural gas wells as well as the Crossfield natural gas project. The Company believes that the Crossfield project will continue to advance with the Alberta licensing authorities and proceed with a drilling program.

Strategy

Berkley`s main focus is the exploration and development of its existing properties and diversification into renewable sources of energy, specifically photovoltaic power generation. Several opportunities are under evaluation within Canada and a number of discussions are in progress with a view to advancing one or more projects in 2013.

Results of Operations

Three months ended June 30, 2013 compared with the three months ended June 30, 2012

Revenue: Revenue from the sale of oil and natural gas (net of royalties) increased from $5,450 in the three months ended June 30, 2012 to $8,147 in the three months ended June 30, 2013. The Company expects future production revenue to remain low due to declining production on its two natural gas interests, John Lake and Carbon, in Alberta, Canada and weak commodity pricing.

Expenses: Operating costs were $4,478 in the three months ended June 30, 2013 compared with $3,966 in the three months ended June 30, 2012.

Net Oil and Gas Income: Net oil and gas income includes a charge for depletion and depreciation expense, a non-cash charge to operations based on an estimate of changes to oil and gas reserves. The Company had net income of $115 in the three months ended June 30, 2013 compared with a net loss of $4,577 in the three months ended June 30, 2012.

General and Administration Expenses: General and administrative (“G&A”) expense was $132,818 in the three months ended June 30, 2013 compared to $406,730 for the same period in 2012, a decrease of $273,912. The decrease is due mainly to reduced expenditures in professional and consulting fees in connection with completion of its initial diversification efforts into renewable energy initiatives.

Six months ended June 30, 2013 compared with the six months ended June 30, 2012

Revenue: Revenue from the sale of oil and natural gas (net of royalties) decreased from $23,512 in the six months ended June 30, 2012 to $17,398 in the six months ended June 30, 2013. The Company expects future production revenue to decline due to declining production on its two natural gas interests, John Lake and Carbon, in Alberta, Canada and weak commodity pricing.

Expenses: Operating costs were $13,962 in the six months ended June 30, 2013 compared with $7,673 in the six months ended June 30, 2012.

Net Oil and Gas Income: Net oil and gas income includes a charge for depletion and depreciation expense, a non-cash charge to operations based on an estimate of changes to oil and gas reserves. The Company had a net loss of $3,596 in the six months ended June 30, 2013 compared with net income of $5,235 in the six months ended June 30, 2012.

General and Administration Expenses: General and administrative ("G&A") expense was $403,631 in the six months ended June 30, 2013 compared to $490,016 for the same period in 2012, a decrease of $86,385. The decrease is due mainly to reduced expenditures in professional and consulting fees in connection with initial completion of its diversification efforts into renewable energy initiatives.

Revenue and Expense Summary

	June 30, 2013 $	Mar. 31, 2013 $	Dec. 31, 2012 $	Sept. 30, 2012 $	June 30, 2012 $	Mar. 31, 2012 $	Dec.31, 2012 $	Sept. 30, 2011 $
Oil and gas revenue, net of royalties	8,147	8,799	5,644	7,103	5,450	18,062	16,897	10,850
Operating costs	4,478	9,484	7,222	8,176	3,966	3,707	5,196	5,675
Revenue after operating costs	3,669	(685)	(1,578)	(1,073)	1,484	14,355	11,701	5,175
Depletion and accretion expense	3,554	3,026	(113)	3,974	6,061	4,540	9,509	4,607
General and admin	132,818	270,813	160,460	346,333	234,332	157,752	363,175	204,771
Income (loss) before other items	(132,703)	(270,572)	(134,580)	(385,581)	(388,688)	(147,937)	(360,983)	(204,203)
Other income (expenses) and comprehensive income	(166,542)	(131,924)	(327,862)	(604,897)	(204,705)	36,397	(108,107)	(170,554)
Total comprehensive income (loss) for the period	(299,245)	(402,496)	(462,442)	(990,478)	(593,393)	(111,540)	(469,090)	(374,757)

Liquidity and Capital Resources

Berkley currently earns revenue from its oil and natural gas interests. The Company invests its cash and cash equivalents with major Canadian financial institutions with investment grade credit ratings. Berkley has no outstanding bank debt or other interest bearing indebtedness as at June 30, 2013. At June 30, 2013, Berkley had $71,540 in cash and cash equivalents and working capital of $770. These balances will be used to fund future capital expenditures including development of its exploration and evaluation property, photovoltaic power projects, office and administrative expenses and working capital requirements. The Company raised $51,500.00 from financing activities during the six months ended June 30, 2013.

In order to undertake exploration and development programs, the Company will require further financial resources. Berkley assesses its financing requirements and its ability to access debt or equity markets on an ongoing basis. Given the current conditions of the financial markets, the company will seek to maintain financial flexibility and will monitor and assess its financing requirements as its activities progress. The Company`s ability to access the equity or debt markets in the future may be affected by prolonged market instability. The inability to access the equity or debt markets for sufficient capital, at acceptable terms, and within required timeframes, could have a materially adverse effect on the Company`s financial condition, results of operations and prospects. Further discussion on these risks can be found in the "Risk Factors" section of the MD&A.

Outstanding Share Data

As of the date of this MD&A, Berkley has the following securities outstanding:

- 10,243,951 common shares; and
- 2,815,000 common share purchase warrants.

Financial Instruments and Business Risks

Fair Values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgement, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. At June 30, 2013, the Company's financial instruments include cash and cash equivalents, trade and other receivables, marketable securities, investment in RepliCel Life Sciences, accounts payable and accrued liabilities and due to related parties. The fair values of these financial instruments approximate their carrying values due to their short-term maturity.

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act.

Berkley classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 - inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets;

- Level 2 - inputs to the valuation methodology included quoted prices for identical assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace; and,
- Level 3 - inputs to the valuation methodology are not based on observable market data.

Cash and cash equivalents, marketable securities and the investment are recorded based on Level 1 of the fair-value hierarchy. Investment in RepliCel is recorded based on Level 2 of the fair value hierarchy. The carrying value of trade and other receivables and accounts payable and accrued liabilities equals fair value due to the short term nature of these balances.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout these consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with the risk management policies as set out herein:

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. A substantial portion of the Company's trade and other receivables are with natural gas and liquids marketers and joint venture partners in the oil and gas industry and are subject to normal industry credit risks. As at June 30, 2013, the maximum credit exposure is the carrying amount of the trade and other receivables of $127,081 (2012 – $114,948). As at June 30, 2013, the Company's receivables consisted of $98,448 from joint venture partners and other trade receivables (2012 - $79,058) and $28,633 (2012 - $35,890) of revenue receivable from petroleum and natural gas marketers.

The Company did not provide for any doubtful accounts nor was it required to write-off any receivables during the six months ended June 30, 2013 (2012 - $nil). The Company would only choose to write-off a receivable balance (as opposed to providing an allowance) after all reasonable avenues of collection had been exhausted.

The Company considers its trade and other receivables to be aged as follows:

		June 30, 2013
Not past due or impaired	$	**29,868**
Past due by less than 90 days but not impaired		**40,686**
Past due by more than 90 days but not impaired		**56,527**
	$	**127,081**

Amounts past due by more than 90 days are from Canada Revenue Agency therefore impairment would not be required as the Company expects to receive the full amount from this government agency.

Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

The Company's operating cash requirements are continuously monitored by management. As factors impacting cash requirements change, liquidity risks may necessitate the need for the Company to raise capital by issuing equity. The Company's financial liabilities are comprised of accounts payable and accrued liabilities and due to related parties, which have expected maturities of less than one year.

Market risk

The significant market risk exposures affecting the financial instruments held by the Company are those related to foreign currency exchange rates and commodity price risk which are explained as follows:

i. Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company enters into transactions denominated in United States currency for which the related expenses and accounts payable balances are subject to exchange rate fluctuations. June 30, 2013, the following items are denominated in United States currency as at:

	June 30, 2013 CAD$	Dec. 31, 2012 CAD$
Cash and cash equivalents	**275**	317
Accounts payable and accrued liabilities	**-**	167

ii. Commodity price risk

Commodity price risk is the risk that the cash flows and operations of the Company will fluctuate as a result of changes in commodity prices. Significant changes in commodity prices can also impact the Company's ability to raise capital or obtain additional debt financing. Commodity prices for crude oil are impacted by world economic events that dictate the levels of supply and demand.

The Company's financial performance is closely linked to crude oil and natural gas prices. While the Company may employ the use of financial instruments in the future to manage these price exposures, it currently does not have enough producing wells to hedge its production, and its crude oil and natural gas liquids are sold into spot markets. Given productions levels, a 10% change in commodity prices would not have a material effect on earnings.

Critical Accounting Estimates

The timely preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies, if any, as at the date of the financial statements and the reported amounts of revenues and expenses during the period. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future years could require a material change in the financial statements. These assumptions are based on historical experience and other factors that management believes to be reasonable under the circumstances, and are subject to change as new events occur, as more industry experience is acquired, as additional information is obtained and as the Company`s operating environment changes.

Information about critical judgments in accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

Note 2 – estimated useful lives and impairment of property and equipment

Note 11 – inputs used in estimating fair value for share-based payment transactions

Note 15 – provision for income taxes

Note 18 – valuation of trade and other receivables

Related Party Transactions

The consolidated financial statements include the financial statements of Berkley Renewables Ltd. and the subsidiaries listed below:

		% equity interest	
Name	**Country of Incorporation**	**June 30, 2013**	**December 31, 2012**
American Uranium Corp.	United States of America	53%	53%
Solar Flow-Through 2012-I General Partner Ltd.	Canada	95%	51%
Solar Flow-Through 2012-I Management Ltd.	Canada	95%	51%
Solar Flow-Through 2013-I General Partner Ltd.	Canada	95%	-
Solar Flow-Through 2013-I Management Ltd.	Canada	95%	-

Balances and transactions between Berkley and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of transactions with other related parties are disclosed below:

a) Due to related parties consists of $49,604 (2012 - $55,285) due to Directors of Berkley for Directors fees, consulting fees and expenses. Due from related parties of $25,000 (2010 - $Nil) relates to an advance to key management personnel during the year.

b) Management and consulting fees totalling $83,000 were paid to Directors and their private companies in the period ended March 31, 2013 (2012 - $104,480); and rent expense totalling $7,703 (2012 - $2,620) was paid to a company whose management is related to a Director of Berkley.

c) Berkley takes part in a cost sharing arrangement to reimburse Oniva International Services Corporation ("Oniva"), a private company owned by public companies having common Directors, for a variable percentage of its overhead expenses, to reimburse 100% of its out-of-pocket expenses incurred on behalf of Berkley, and to pay a percentage fee based on the total overhead and corporate expenses. The agreement may be terminated with one-month notice by either party.

   Administrative services, office supplies and accounting charges totalling $47,588 were paid to Oniva during the six months ended June 30, 2013 (2012 - $24,144). At quarter end, $8,387 (2012 - $5,442) of this amount was included in accounts payable and accrued liabilities.

Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the years were as follows:

	Three months ended		Six months ended	
	June 30, 2013	June 30, 2012	**June 30, 2013**	June 30, 2012
	$	**$**		
Compensation, including bonuses	90,400	84,500	173,400	180,500
	90,400	84,500	**173,400**	180,500

Disclosure Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for evaluating the effectiveness of the Company's disclosure controls and procedures and have concluded, based on our evaluation, that they are effective as at June 30, 2013 to ensure that information required to be disclosed in reports filed or submitted under Canadian securities legislation is recorded, processed, summarized and reported within the time period specified in those rules and regulations.

Changes in Accounting Standards

The Company has adopted the following new standards, along with any consequential amendments, effective January 1, 2013. These changes were made in accordance with the applicable transitional provisions. IFRS 10, Consolidated Financial Statements, IFRS 11, Joint Arrangements, IFRS 12, Disclosure of Interests in Other Entities, IFRS 13, Fair Value Measurement and IAS 28 Investments in Associates and Joint Ventures. The adoption of these new accounting standards had no material impact on the Company's financial statements.