BERKLEY RENEWABLES INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Nine Months Ended September 30, 2014 and 2013

(Unaudited - Expressed in Canadian Dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The condensed consolidated interim financial statements of Berkley Renewables Inc. (the "Company") are the responsibility of the Company's management. The condensed consolidated interim financial statements are prepared in accordance with International Accounting Standards Board and reflect management's best estimates and judgment based on information currently available.

Management has developed and is maintaining a system of internal controls to ensure that the Company's assets are safeguarded, transactions are authorized and properly recorded and financial information is reliable.

The Board of Directors is responsible for ensuring management fulfills its responsibilities and reviews the results of the audit and the annual condensed consolidated interim financial statements prior to their approval.

The condensed consolidated interim financial statements as at September 30, 2014 and 2013 and for the periods then ended have not been reviewed and audited.

"Matt Wayrynen"
Matt Wayrynen
President & CEO
December 1, 2014

"Pamela Saulnier"
Pamela Saulnier
Chief Financial Officer
December 1, 2014

BERKLEY RENEWABLES INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(unaudited)

		Sept. 30, 2014		December 31, 2013
ASSETS				
Current assets				
Cash and cash equivalents	$	**54,970**	$	138,647
Marketable securities		**-**		9,492
Trade and other receivables (Note 17)		**132,786**		100,102
Due from related parties (Note 15)		**729,284**		770,132
Prepaid expenses		**18,000**		10,000
Total current assets		**935,040**		1,028,373
Investment in RepliCel Life Sciences (Note 5)		**504,966**		459,060
Petroleum and natural gas interests (Note 6)		**127,583**		136,331
Exploration and evaluation properties (Note 7)		**-**		-
Other property and equipment (Note 8)		**3,271**		3,988
Total non-current assets		**635,820**		599,379
Total assets	$	**1,570,860**		1,627,752
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	$	**521,648**	$	395,825
Taxes payable		**177,846**		177,846
Due to related parties (Note 15)		**334,144**		134,033
Total current liabilities		**1,033,638**		707,704
Decommissioning liability (Note 9)		**141,411**		139,596
Total liabilities		**1,175,049**		847,300
SHAREHOLDERS' EQUITY				
Share capital (Note 10)		**15,356,712**		15,356,712
Warrants (Note 12)		**80,942**		80,942
Contributed surplus		**1,733,013**		1,733,013
Deficit		**(17,095,642)**		(16,768,510)
Accumulated other comprehensive income		**69,342**		23,436
		144,367		425,593
Non-controlling interest (Note 14)		**251,444**		354,859
Total shareholders' equity		**395,811**		780,452
Total liabilities and shareholders' equity	$	**1,570,860**	$	1,627,752

Going concern (Note 1)

Approved by the Board of Directors and authorized for issue on December 1, 2014

"Matt Wayrynen"
Director

"Tyrone Docherty"
Director

The accompanying notes form an integral part of these consolidated financial statements.

(BERKLEY RENEWABLES INC.
CONSENDED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE INCOME (LOSS)
(undaudited)

	For the three months ended Sept. 30, 2014	For the three months ended Sept. 30, 2013	For the nine months ended Sept. 30, 2014	For the nine months ended Sept. 30, 2013
Revenue	**$** 4,550	$ 8,634	$ 22,166	$ 26,032
Operating expenses				
Royalty expense	841	298	1,891	750
Operating costs	5,017	7,565	14,847	21,527
Depletion and accretion (Notes 6 & 9)	3,197	3,428	9,852	10,008
Net income (loss) from operations	(4,505)	(2,657)	(4,424)	(6,253)
General and administrative expenses				
Management fees (Note 15)	94,175	112,500	288,200	285,900
Professional fees	6,420	14,365	7,828	77,910
Consulting fees	3,500	11,675	49,297	83,769
Administrative, office services and premises	25,288	10,862	57,191	83,263
Depreciation (Note 8)	245	329	793	1,067
Shareholder information	1,710	1,500	10,844	13,945
Filing and transfer agent fees	1,550	1,794	10,252	10,802
	132,888	153,025	424,405	556,656
Other income (expenses)				
Unrealized gain (loss) on marketable securities	174	-	(1,447)	-
Other income	-	359	(271)	4,311
	174	359	(1,718)	4,311
Net loss for the period	(137,219)	(155,323)	(430,547)	(558,598)
Other comprehensive loss				
Unrealized (loss) gain on investment	(136,572)	28,559	45,906	(269,907)
Total comprehensive (loss) income for the period	$ (273,291)	$ (126,764)	(384,641)	(828,495)
Net loss attributed to:				
Owners of the parent	(85,195)	105,941	(327,132)	390,229
Non-controlling interest (Note 14)	(52,024)	49,382	(103,415)	168,369
	(137,219)	155,323	(430,547)	558,598
Total comprehensive loss attributed to:				
Owners of the parent	(221,267)	77,382	(281,226)	660,126
Non-controlling interest (Note 14)	(52,024)	49,382	(103,415)	168,369
	(273,291)	126,764	(384,641)	828,495
Basic and diluted net loss per share (Note 13)	$ (0.03)	$ (0.01)	(0.04)	(0.05)

The accompanying notes form an integral part of these consolidated financial statements.

BERKLEY RENEWABLES INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Note	Share Capital	Share Subscription	Warrants	Contributed Surplus	Deficit	Non-Controlling Interest	Accumulated Other Comprehensive Income	Total
Balance as at December 31, 2012		$ 15,279,367	$ 38,500	$ 80,287	$ 1,733,013	$ (16,283,709)	$ 403,793	$ 249,370	$ 1,500,621
Share subscription		-	(38,500)	-	-	-	-	-	(38,500)
Private placement		46,685	-	4,815	-	-	-	-	51,500
Net loss for the period		-	-	-	-	(390,229)	-	-	(390,229)
Unrealized loss on investment	*5*	-	-	-	-	-	-	(269,907)	(269,907)
Non-controlling interest	*14*	-	-	-	-	-	(168,369)	-	(168,369)
Balance as at September 30, 2013		$ 15,326,052	$ -	$ 85,102	$ 1,733,013	$ (16,673,938)	$ 235,424	$ (20,537)	$ 685,116
Balance as at December 31, 2013		$ 15,356,712	$ -	$ 80,942	$ 1,733,013	$ (16,768,510)	$ 354,859	$ 23,436	$ 780,452
Net loss for the period		-	-	-	-	(327,132)	-	-	(327,132)
Unrealized gain on investment		-	-	-	-	-	-	45,906	45,906
Non-controlling interest		-	-	-	-	-	(103,415)	-	(103,415)
Balance as at September 30, 2014		$ 15,356,712	$ -	$ 80,942	$ 1,733,013	$ (17,095,642)	$ 251,444	$ 69,342	$ 395,811

BERKLEY RENEWABLES INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	For the three months ended Sept. 30, 2014	For the three months ended Sept. 30, 2013	For the nine months ended Sept. 30, 2014	For the nine months ended Sept. 30, 2013
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net loss for the period	$ (137,219)	$ (155,323)	$ (430,547)	$ (558,598)
Items not requiring cash in the period				
Depreciation, depletion and accretion (Notes 6, 8 & 9)	3,442	3,554	10,645	6,580
	(133,777)	(151,769)	(419,902)	(552,018)
Change in non-cash working capital (Note 16)	13,558	107,624	85,139	99,759
Cash provided by (used in) operating activities	(120,219)	(44,145)	(334,763)	(452,259)
INVESTING ACTIVITIES				
Proceeds on sale of marketable securities	7,283	-	10,127	-
Cash received from investing activities	7,283	-	10,127	-
FINANCING ACTIVITIES				
Advances from related parties (Note 16)	97,595	-	200,111	50,597
Repayments to related parties (Note 16)	-	(14,292)	40,848	(47,600)
Cash (used in) provided by financing activities	97,595	(14,292)	240,959	2,997
Decrease in cash and cash equivalents	(15,341)	(58,437)	(83,677)	(449,262)
Cash and cash equivalents, beginning of period	70,311	71,540	138,647	462,365
Cash and cash equivalents, end of period	**$** 54,970	$ 13,103	$ 54,970	$ 13,103

1. Nature of Operations and Going Concern

Berkley Renewables Inc. ("Berkley") was created on the amalgamation of Fortune Island Mines Ltd., Kerry Mining Ltd. and Berkley Resources Ltd. under the Company Act (British Columbia) on July 18, 1986. Previously focused on the acquisition, exploration, development and production from petroleum and natural gas interests in Alberta, Canada, Berkley is currently diversifying its strategy into renewable sources of energy, specifically the management and operation of photovoltaic power generation. The address of the registered office is 900, 570 Granville Street, Vancouver, British Columbia, V6C 3P1.

On July 8, 2010, Berkley acquired a 53% interest in American Uranium Corporation ("AUC"). The results of American Uranium Corporation's operations have been included in these consolidated financial statements since that date. American Uranium Corporation is an exploration-stage company engaged in the acquisition and exploration of mineral property interests in the United States.

On November 7, 2011, Berkley acquired 501 common shares of Solar Flow-Through 2012-I Management Ltd. ("SFT2012") representing a 51% interest. As part of the acquisition, SFT2012 became a direct subsidiary of Berkley. On September 24, 2012, Berkley acquired an additional 449 common shares in SFT2012 for a total interest of 95% as at December 31, 2013 and March 31, 2014.

On November 7, 2011, Berkley acquired 501 common shares of Solar Flow-Through 2012-I General Partner Ltd. ("SFT2012 GP Ltd.") representing a 51% interest. As part of the acquisition, SFT2012 GP Ltd. became a direct subsidiary of Berkley. On September 24, 2012, Berkley acquired an additional 449 common shares in SFT2012 GP Ltd. for a total interest of 95% as at December 31, 2013 and March 31, 2014.

On April 12, 2013, Berkley acquired 950 common shares of Solar Flow-Through 2013-I Management Ltd. ("SFT2013") representing a 95% interest as at December 31, 2013. As part of the acquisition, SFT2013 became a direct subsidiary of Berkley.

On April 12, 2013, Berkley acquired 950 common shares of Solar Flow-Through 2013-I General Partner Ltd. ("SFT2013 GP Ltd.") representing a 95% interest as at December 31, 2013. As part of the acquisition, SFT2013 GP Ltd. became a direct subsidiary of Berkley.

The consolidated financial statements include the financial statements of Berkley Renewables Inc. and the subsidiaries listed in the following table (hereinafter together referred to as the "Company"):

		% equity interest	
Name	**Country of Incorporation**	**Sept. 30, 2014**	**Dec. 31, 2013**
American Uranium Corp.	United States of America	53%	53%
Solar Flow-Through 2012-I General Partner Ltd.	Canada	95%	95%
Solar Flow-Through 2012-I Management Ltd.	Canada	95%	95%
Solar Flow-Through 2013-I General Partner Ltd.	Canada	95%	95%
Solar Flow-Through 2013-I Management Ltd.	Canada	95%	95%

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company has a net loss for the period of $430,547 and an accumulated deficit of $17,095,642 as at September 30, 2014. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

1. Nature of Operations and Going Concern (continued)

The Company's ability to continue as a going concern is dependent upon its ability to raise additional capital through the issuance of treasury shares or debt and achieve profitable operations in the future. The management of the Company has developed a strategy to address this uncertainty, including additional equity and/or debt financing; however, there are no assurances that any such financing can be obtained on favourable terms, if at all.

If the going concern assumption were not appropriate for these consolidated financial statements, then adjustments would be necessary in the carrying values of assets and liabilities, reported revenues and expenses, and the consolidated statement of financial position classifications used.

The consolidated financial statements were authorized for issuance on December 1, 2014 by the Directors of Berkley.

2. Basis of Preparation

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). The condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended December 31, 2013.

The Company has followed the same accounting policies and methods of computation used in Berkley's consolidated financial statements for the fiscal year ended December 31, 2013, except for those policies which have changed as a result of the adoption of new and amended IFRS pronouncements effective January 1, 2014. In addition, certain disclosures that are required to be included in annual financial statements are not included in these interim financial statements. Therefore, these condensed interim consolidated financial statements should be read in conjunction with the aforementioned.

The condensed interim consolidated financial statements are presented in Canadian dollars ("$Cdn").

3. Significant Accounting Estimates and Judgments

The preparation of the Company's condensed interim consolidated financial statements requires management to make, at the end of the reporting period, judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and the disclosure of contingencies and commitments. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The estimates and underlying assumptions are reviewed by management on an ongoing basis. Revisions to required estimates are recognized in the year in which the estimate is revised.

The key estimates and judgements concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined below. Readers are cautioned that the following list is not exhaustive and other items may also be affected by estimates and judgements.

Significant judgments

CGU determination

The Company's assets are aggregated into cash-generating units (CGU's) based on their ability to generate largely independent cash flows. These CGU's are used for impairment testing. CGU's are determined by similar geological structure, shared infrastructure and geographical proximity.

3. Significant Accounting Estimates and Judgments (continued)

Significant estimates and assumptions

Impairment of non-financial assets

The Company assesses its P&NG and E&E assets for possible impairment if there are events or changes in circumstances that indicate the carrying values of the assets may not be recoverable. Such indicators include changes in the Company's business plans, changes in commodity prices, evidence of physical damage and significant downward revisions to estimated recoverable volumes or increases in estimated future development expenditures. The assessment for impairment for P&NG and E&E assets involves comparing the carrying value of the CGU with the higher of value in use and fair value less costs to sell. Determination as to whether and how much an asset is impaired involves management estimates on highly uncertain matters such as future commodity prices, the effects of inflation on operating expenses, discount rates, production profiles and the outlook for regional supply-and-demand conditions for crude oil, natural gas and liquids. Impairment is recognized in earnings in the period in which carrying amount exceeded the recoverable amount.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

Share-based payment transactions

The Company follows the fair value method to record share-based payment expense with respect to options granted. The fair value of each option granted is estimated based on the date of grant and a provision for the cost is provided for with a corresponding credit to reserves in shareholders' equity over the vesting period of the option agreement. Forfeitures are estimated for each tranche, and adjusted as required to reflect actual forfeitures that have occurred in the period. In order to record share-based payment expense, the Company estimates the fair value of share options granted using assumptions related to interest rates, expected lives of the options, volatility of the underlying security, forfeitures and expected dividend yields.

Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

3. Significant Accounting Estimates and Judgments (continued)

Significant estimates and assumptions (continued)

Useful lives of property and equipment

The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of property and equipment are based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Allowance for doubtful debts

The Company makes allowances for doubtful debts based on an assessment of the recoverability of receivables. Allowances are applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Management specifically analysed historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of the allowance for doubtful debts of receivables. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables.

Fair value of financial instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty. Trade and other receivables are stated after evaluation as to their collectability and an appropriate allowance for doubtful accounts is provided where considered necessary.

Decommissioning liabilities and accretion

The amounts recorded for decommissioning liabilities and the related accretion expenses are based on estimates of the costs to abandon and reclaim the wells and facilities and the estimated time period in which these costs are expected to be incurred in the future. In determining the fair value of the decommissioning liabilities, assumptions and estimates are made in relation to discount rates, the expected cost for the reclamation, the expected cost to recover the asset and the expected timing of those costs. The Company's operations are affected by federal, provincial and local laws and regulations concerning environmental protection. The Company's provisions for future site restoration and reclamation are based on known requirements. It is not currently possible to estimate the impact on operating results, if any, of future legislative or regulatory developments.

Depletion and depreciation

Amounts recorded for depreciation are based on estimates including economic life of the asset and residual values of the asset at the end of its economic life. Depletion of resource assets is measured over the life of proved and probable reserves on a unit-of production basis and commences when the wells are substantively complete and after commercial production has begun. Reserve estimates and the associated future capital can have a significant impact on earnings, as these are key components to the calculation of depletion. A downward revision in the reserve estimate or an upward revision to future capital would result in increased depletion, reduced earnings and reduced carrying value of petroleum and natural gas property assets.

4. Significant Accounting Policies

These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation as described in Note 3 of the consolidated financial statements for the fiscal year ended December 31, 2013, except for the adoption of new standards and interpretations issued by the IASB that were effective on January 1, 2014 as outlined below:

(i) IFRS 7 and IAS 32 – Financial instruments: Disclosures and financial instruments: presentation to clarify the current offsetting model and develop common disclosure requirements to enhance the understanding of the potential effects of offsetting arrangements. There was no impact on the Company's interim financial statements upon adoption of IFRS 7 on January 1, 2014

(ii) IAS 24 Related party disclosures - The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014. In May 2013, the IASB issued amendments to IAS 36 "Impairment of Assets" which reduces the circumstances in which the recoverable amount of CGUs is required to be disclosed and clarify the disclosures required when an impairment loss has been recognized or reversed in the period. There was no impact on the Company's interim financial statements upon adoption of IAS 24 on January 1, 2014.

(iii) IAS 39 Financial Instruments: Recognition and measurement - The amendments to IAS 39, issued in June 2013, clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations, does not terminate hedge accounting. There was no impact on the Company's interim financial statements upon adoption of IAS 39 on January 1, 2014.

(iv) IFRIC 21 Levies - IFRIC 21 Levies, issued in May 2013, provides guidance on the accounting for levies within the scope of IAS 37 Provisions, contingent liabilities and contingent assets. The main features of IFRIC 21 are as follows:

- The obligating event that gives rise to a liability to pay a levy is the activity that triggers the payment of the levy, as identified by the legislation; and,
- The liability to pay a levy is recognized progressively if the obligating event occurs over a period of time.

There was no impact on the Company's interim financial statements upon adoption of IFRIC 21 on January 1, 2014.

5. Investment in RepliCel Life Sciences

During 2010, Berkley acquired 400,000 common shares of Trichoscience Innovations Inc. ("Trichoscience") at a price of $1.00 per share. On May 9, 2011, Trichoscience became a wholly-owned subsidiary of RepliCel Life Sciences ("RepliCel"). Each outstanding share of Trichoscience was exchanged for 2.2953 common shares of RepliCel. The common shares were being held in escrow and have been released at 15% per quarter beginning January 1, 2012.

5. Investment in RepliCel Life Sciences (continued)

As at December 31, 2012, there were 367,248 shares held in escrow. The investment in common shares in RepliCel still held in escrow was measured at the fair value using the Black-Scholes pricing model. The following assumptions were used to measure fair value of the investment:

	2012
Risk free interest rate	1.13%
Expected volatility	81%
Expected life (years)	0.13

As at September 30, 2014, all 918,120 shares have been released from escrow (2013 – 918,120) and have been valued at RepliCel's trading price at the reporting date.

6. Petroleum and Natural Gas Interests

Cost or deemed cost		
Balance at December 31, 2012	$	750,598
Change in estimate (Note 9)		49,133
Balance at December 31, 2013	$	799,731
Additions		-
Balance at September 30, 2014	**$**	**799,731**
Depletion		
Balance at December 31, 2012	$	**615,029**
Depletion		15,430
Impairment		32,941
Balance at December 31, 2013	$	663,400
Depletion		8,748
Balance at September 30, 2014	$	672,148
Net book value		
At December 31, 2012	$	135,569
At December 31, 2013	$	136,331
At September 30, 2014	$	127,583

7. Exploration and Evaluation Assets

Balance at December 31, 2012	$	379,129
Impairment		(379,129)
Balance at December 31, 2013 and September 30, 2014	$	-

Exploration and evaluation (E&E) assets consisted of the Company's exploration projects which were pending the determination of proven or probable reserves. During the year ended December 31, 2013, the Company recorded an impairment of $379,129, as a result of management's assessment that the properties would no longer be commercially viable due to decreases in natural gas prices; there are no plans to continue development of these properties.

8. Other Property and Equipment

		Computer equipment		Furniture, fixtures and equipment		Leasehold improvements		Total
Cost or deemed cost								
December 31, 2012 and 2013 and September 30, 2014	**$**	**36,724**	**$**	**9,199**	**$**	**4,078**	**$**	**50,001**

		Computer equipment		Furniture, fixtures and equipment		Leasehold improvements		Total
Depreciation								
Balance at December 31, 2012	$	32,377	$	8,185	$	4,078	$	44,640
Depreciation		1,185		188		-		1,373
Balance at December 31, 2013	$	33,562	$	8,373	$	4,078	$	46,013
Depreciation		675		117		-		793
Balance at September 30, 2014	$	34,237	$	8,490	$	4,078		46,806
Net book value								
At December 31, 2012							$	5,361
At December 31, 2013							$	3,988
At September 30, 2014							**$**	**3,271**

9. Decommissioning Liability

The following table presents the reconciliation of the carrying amount of the obligation associated with the decommissioning of the Company's P&NG assets:

		September 30, 2014		December 31, 2013
Balance, beginning of period	**$**	**139,596**	$	88,162
Accretion		**1,815**		2,301
Change in estimates		**-**		49,133
Balance, end of period	**$**	**141,411**	$	139,596

Berkley estimates the total undiscounted amount of cash flows required to settle its decommissioning liability is approximately $141,411 (2013 - $89,034) which will be incurred between 2017 and 2029. The majority of these obligations will be incurred in 2017. An inflation factor of 1.5% has been applied to the estimated asset retirement cost. Risk-free discount rates of 1.69% - 2.96% (2013 – 1.30% - 2.32%) was used to calculate the fair value of the decommissioning liability.

10. Share Capital

a) Authorized

Unlimited Class A common shares, without par value.

b) Issued

	Number of shares		Amount
Balance as at December 31, 2012	9,728,951	$	15,279,367
Private placement (iii)	515,000		46,685
Warrants exercised (iv)	132,500		30,660
Balance at December 31, 2013 and September 30, 2014	10,376,451	$	15,356,712

i. On January 11, 2013 a non-brokered private placement was closed consisting of 515,000 units for aggregate proceeds of $51,500. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.20 per warrant share for a period of two years following the close of the private placement. As at December 31, 2012, the Company had received advance funds of $38,500 included in share subscription. On January 11, 2013, the remaining $13,000 was received and the full $51,500 was recorded to share capital. The fair value of the warrants issued using the Black-Scholes model was $4,815, the following assumptions were used; volatility of 128.64%, expected life of two years and risk free interest rate of 1.19%.

ii. On December 12, 2013, 265,000 warrants were exercised in exchange for the issuance of 132,500 shares for gross proceeds of $26,500. The fair value of the warrants exercised was $4,160, as determined using the Black-Scholes model on issuance.

11. Share-Based Payments

The Company has an equity-settled stock option plan under which the Board of Directors may grant options to directors, officers, other employees and key consultants. The purpose of the plan is to advance the interests of the Company by encouraging these individuals to acquire shares in the Company and thereby remain associated with, and seek to maximize the value of, the Company.

Under the plan, the number of shares reserved for issuance pursuant to the exercise of all options under the plan may not exceed 10% of the issued and outstanding common shares on a non-diluted basis at any time. The options expire not more than five years from the date of grant, or earlier if the individual ceases to be associated with the Company, and vest over terms determined at the time of grant.

The Company does not have any stock options outstanding as at September 30, 2014 and December 31, 2013.

12. Warrants

The following table summarizes information about warrants outstanding as at:

	September 30, 2014		December 31, 2013	
	Number of Shares Subject to Warrants	Exercise price range	Number of Shares Subject to Warrants	Exercise price range
Balance outstanding, beginning of period	2,815,000	$0.20	2,557,500	$0.20
Issued (Note 10 (iii))	-	-	257,500	$0.20
Exercised (Note 10 (iv))	-	-	(132,500)	-
Balance outstanding, end of period	2,815,000	$0.20	2,815,000	$0.20

13. Loss Per Share

Basic income or loss per share amounts are calculated by dividing the net income or loss of the year attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year.

The Company's dilutive instruments consist of common share purchase warrants and stock options.

		Sept. 30, 2014		Dec. 31, 2013
Net loss attributable to owners of the parent	**$**	**(327,132)**	$	(484,801)
Weighted average shares outstanding		**10,376,451**		10,235,328
Basic and diluted loss per common share	**$**	**(0.03)**	$	(0.05)

The basic and diluted loss per share amounts are the same as the common share purchase warrants and stock options were excluded from the dilution calculation, as they were anti-dilutive.

14. Non-Controlling Interest

The Company's non-controlling interest in the consolidated statement of financial position was as follows:

		Sept. 30, 2014		Dec. 31, 2013
American Uranium Corp.	**$**	**240,568**	$	342,933
Solar Flow-Through 2012-I General Partner Ltd		**(6,412)**		(6,340)
Solar Flow-Through 2012-I Management Ltd.		**(17,093)**		(17,093)
Solar Flow-Through 2013-I General Partner Ltd		**(209)**		(209)
Solar Flow-Through 2013-I Management Ltd.		**34,590**		35,568
	$	**251,444**	$	354,859

14. Non-Controlling Interest (continued)

The Company's non-controlling interests included in the consolidated statement of loss and comprehensive loss were as follows:

		September 30, 2014		September 30, 2013
American Uranium Corp.	**$**	**(102,365)**	$	(164,351)
Solar Flow-Through 2012-I General Partner Ltd		**(72)**		(3,168)
Solar Flow-Through 2012-I Management Ltd.		**-**		(850)
Solar Flow-Through 2013-I General Partner Ltd		**-**		-
Solar Flow-Through 2013-I Management Ltd.		**(978)**		-
	$	**(103,415)**	$	(118,987)

15. 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**	**Sept. 30, 2014**	**Dec. 31, 2013**
American Uranium Corp.	United States of America	53%	53%
Solar Flow-Through 2012-I General Partner Ltd.	Canada	95%	95%
Solar Flow-Through 2012-I Management Ltd.	Canada	95%	95%
Solar Flow-Through 2013-I General Partner Ltd.	Canada	95%	95%
Solar Flow-Through 2013-I Management Ltd.	Canada	95%	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 $163,604 (2013 - $53,104) due to Directors of Berkley for Directors fees, consulting fees and expenses. The remaining $264,835 (2013 - $nil) are amounts due to Solar Flow-Through 2013-I Limited Partnership, a company under common management for legal expenses paid on the Company's behalf.

b) During the year ended December 31, 2013, Solar Flow-Through 2013-I Management Ltd. earned $750,000 of consulting revenues from Solar Flow-Through 2013-I Limited Partnership in accordance with the management agreement dated September 30, 2013 based on 7.5% of the gross proceeds from units issued in the year for the investment and development of solar photovoltaic power generation projects. At December 31, 2013 and September 30, 2014, $431,000 was included in due from related parties. The remaining $298,284 included in due from related parties at September 30, 2014 relates to financing and other expenses paid on behalf of Solar Flow-Through 2012-I Limited Partnership, a company under common management. Additional revenues of 7.5% from Solar Flow-Through 2013-I Limited Partnership will be received once photovoltaic projects are in operation. Upon a liquidity event, Solar Flow-Through 2013-Management Ltd. may propose a compensation structure that will need to be approved by the Limited Partners. Solar Flow Through 2012-I Management Ltd. receives a 1.5% fee based on total available funds and amounts raised in debt financing.

15. Related Party Transactions (continued)

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. Rent, administrative services, office supplies and accounting charges totalling $71,266 were incurred by the Company to Oniva during the period ended September 30, 2014 (2013 - $34,108).

Management and consulting fees totalling $288,200 were paid to management and their private companies in the period ended September 30, 2014 (2013 - $285,900).

Related party transactions were in the normal course of operations and have been measured at fair value, are non-interest bearing and are due on demand.

Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the nine months ended September 30, 2014 and 2013 consisted of salaries and bonuses, as follows:

	Sept. 30, 2014 $	**Sept. 30, 2013 $**
Compensation	**288,200**	285,900
	288,200	285,900

16. Supplemental Cash Flow Information

	Three months ended		Nine months ended	
	Sept. 30, 2014 $	Sept. 30, 2013 $	Sept. 30, 2014 $	Sept.30, 2013 $
Change in non-cash working capital items:				
Trade and other receivables	**9,891**	37,134	(32,684)	52,487
Prepaid expenses	**-**	-	(8,000)	-
Accounts payable and accrued liabilities	**3,667**	(34,999)	125,823	22,374
Net change in non-cash working capital items	**13,558**	2,135	85,139	74,861

17. Financial Instruments and Financial Risk Management

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 September 30, 2014 and 2013, the Company's financial instruments include cash and cash equivalents, trade and other receivables, due from related parties, marketable securities, investment in RepliCel Life Sciences, accounts payable and accrued liabilities and due to related parties.

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.

17. Financial Instruments and Financial Risk Management (continued)

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 and marketable securities are recorded based on Level 1 of the fair value hierarchy. Investment in RepliCel is recorded based on Level 1 of the fair value hierarchy for shares released from escrow and shares in escrow are recorded based on Level 2 of the fair value hierarchy.

The carrying value of trade and other receivables, due from related parties, accounts payable and accrued liabilities and due to related parties 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. 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. The carrying amount of cash and cash equivalents and trade and other receivables represents the maximum credit exposure. 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 September 30, 2014, the maximum credit exposure is the carrying amount of the trade and other receivables of $132,786 (2013 – $100,300). As at September 30, 2014, the Company had cash of $54,970 (2013 - $13,103) that is deposited in banks. Management has assessed the risk of loss to be minimal. As at September 30, 2014, the Company's receivables consisted of $126,567 from joint venture partners and other trade receivables (2013 - $76,647) and $6,219 (2014 - $37,256) 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 nine months ended September 30, 2014 (2013 – nil).

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

		Sept. 30, 2014
Past due by less than 30 days	$	2,385
Past due by less than 90 days		11,321
Past due by more than 90 days		119,080
	$	132,786

17. Financial Instruments and Financial Risk Management (continued)

Credit risk (continued)

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. As at September 30, 2014, the following items are denominated in United States currency:

	Sept. 30, 2014 CAD$
Cash and cash equivalents	**-**
Accounts payable and accrued liabilities	**29,624**

The Company's foreign exchange sensitivity is in relation to movements of the USD against the Canadian dollar. Based on USD balances as at September 30, 2014, a 5% increase/decrease of the USD against the Canadian dollar would result in an increase/decrease in total comprehensive loss of approximately $1,400.

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.

18. Capital Management

The Company defines its capital to include the following:

		Sept. 30, 2014		Dec. 31, 2013
Cash and cash equivalents	**$**	**54,970**	$	138,647
Shareholders' equity	**$**	**395,811**	$	425,593

The Company's objective is to maintain access to sources of capital with which to finance its operations. The Company manages its capital structure and makes changes to it in light of changes in economic conditions and the risk characteristics of the underlying investments. The Company will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate in the specific circumstances. At June 30, 2014 and December 31, 2013, the Company was not subjected to any externally imposed capital requirements.

19. Operating Segments

For management purposes, the Company is organized into divisions based on their products and services provided. Management monitors the operating results of each division separately for the purpose of making decisions about resource allocation and performance assessment.

The Corporation has two reportable operating segments as follows:

- The oil and gas division is involved in the development and production of oil and natural gas from petroleum and natural gas interests in Alberta, Canada;

- The Solar management division provides consulting services relating to the financing, strategy and operations management to companies in the renewable energy industry, specifically photovoltaic power generation; and,

- The Corporate division does not represent an operating segment and is included for informational purposes only. Corporate division expenses consist of public company costs, as well as salaries, share-based compensation, interest and finance costs and office and administrative costs relating to corporate employees.

	Oil and Gas	**Solar Management**	**Corporate**	**Total**
	Nine months ended September 30, 2014			
Revenue	22,166	-	-	22,166
Royalties	(1,891)	-	-	(1,891)
Operating costs	(14,847)	-	-	(14,847)
Depletion and accretion	(9,852)	-	-	(9,852)
General and administrative expenses	-	24,608	399,797	424,405
Other income (expenses)				
Unrealized gain (loss) on marketable securities	-	-	(1,447)	(1,447)
Other income	-	-	(271)	(271)
Loss for the period	4,424	24,608	401,515	430,547

19. Operating Segments (continued)

	Oil and Gas	Solar Management	Corporate	Total
		As at September 30, 2014		
Current assets	12,645	509,783	412,612	935,040
Total assets	127,583	509,783	933,494	1,570,860
Current liabilities	365,803	-	667,835	1,033,638
Total liabilities	507,214	-	667,835	1,175,049

	Oil and Gas	Solar Management	Corporate	Total
		Nine months ended September 30, 2013		
Revenue	26,032	-	-	26,032
Royalties	(750)	-	-	(750)
Operating costs	(21,527)	-	-	(21,527)
Depletion and accretion	(10,008)	-	-	(10,008)
General and administrative expenses	-	80,353	476,303	556,656
Other income (expenses)				
Unrealized (loss) gain on investment				
Other income	-	-	4,311	4,311
Loss before tax	6,253	80,353	471,992	558,598
		As at September 30, 2013		
Current assets	89,768	21,597	43,967	155,332
Total assets	545,253	21,597	520,675	1,087,525
Current liabilities	116,852	105,404	91,119	313,375
Total liabilities	205,886	105,404	91,119	402,409