

CHANGE OF AUDITOR NOTICE

TO: MNP LLP, Chartered Professional Accountants (“**MNP LLP**”)

AND TO: Charlton & Company, Chartered Professional Accountants

In accordance with section 4.11 [*Change of Auditor*] of National Instrument 51,102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), Berkley Renewables Inc. (the “**Corporation**”) reports that:

1. at the request of the Corporation, MNP LLP tendered its resignation as auditor of the Corporation on April 23, 2019;
2. MNP LLP will not be proposed for reappointment at the annual meeting of shareholders of the Corporations scheduled to be held in September 2019 (the “**Annual Meeting**”);
3. subject to all applicable regulatory and shareholder approvals, the board of directors of the Corporation (the “**Board**”) appointed Charlton & Company as the new auditor of the Corporation effective as of April 24, 2019;
4. at the Annual Meeting, the shareholders of the Corporation will be asked to approve the appointment of Charlton & Company as auditor of the Corporation;
5. the resignation and non-reappointment of MNP LLP and the appointment of Charlton & Company were considered and approved by the audit committee of the Board and the Board;
6. the reports of MNP LLP on the financial statements of the Corporation did not express a modified opinion during the relevant period, being the financial year ended December 31, 2017 and any period subsequent to the most recently-completed financial year for which an audit report was issued and preceding the resignation of MNP LLP as auditor of the Corporation; and
7. there are no “reportable events” as such term is defined in NI 51-102.

We confirm that the Board has reviewed and approved this Change of Auditor Notice.

DATED this 24th day of April, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) “*Matt Wayrynen*”

Matt Wayrynen
President and Chief Executive Officer