

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

Berkley Renewables Inc.
900 – 570 Granville Street
Vancouver, BC V6C 3P1

2. **Date of Material Change:**

April 24, 2019

3. **Press Release:**

A News Release dated and issued on April 24, 2019 at Vancouver, BC, through Executive Business Services and SEDAR.

4. **Summary of Material Change:**

Berkley Announces Change of Auditor

5. **Full Description of Material Change:**

See news release, a copy of which is attached hereto

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Matt Wayrynen, President and CEO
Telephone: (604) 682-3701

9. **Date of Report:**

April 24, 2019



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April 24, 2019

Trading Symbols: **BKS**: CSE
Frankfurt/Berlin: **WKN 871666**

Berkley Announces Change of Auditor

Vancouver, BC, Canada, April 24, 2019 – Berkley Renewables Inc. (CSE: BKS) (the “**Company**” or “**Berkley**”) announces that it has changed auditors from MNP LLP (“**Former Auditor**”) to Charlton & Company (“**Successor Auditor**”) effective April 24, 2019. At the request of the Company, the Former Auditor resigned as the auditor of the Company effective April 23, 2019 and the Board of Directors appointed the Successor Auditor as the Company’s auditor effective April 24, 2019, until the next Annual General Meeting of the Company.

“We would like to thank MNP LLP for their expertise and guidance over the past several years, through downturns in the oil and gas industry and the Company’s expansion into the renewable energy sector,” said Matt Wayrynen, President and CEO of Berkley.

There were no reservations in the Former Auditor’s audit reports for the period commencing at the beginning of Berkley’s two most recent financial years and ending at the date of the resignation of the Former Auditor. There are no “reportable events” (as the term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”)) between the Company and the Former Auditor.

In accordance with NI 51-102, the Notice of Change of Auditor, together with the required letters from the Former Auditor and Successor Auditor, have been reviewed by the board of directors of the Company and filed on SEDAR.

About Berkley Renewables

Berkley Renewables Inc. is a growth-oriented oil and gas issuer also pursuing renewable energy opportunities, primarily in the solar energy sector. For more information, please contact Matt Wayrynen: 604.682.3701 or info@berkleyrenewables.com. Other information available at www.berkleyrenewables.com.

ON BEHALF OF THE BOARD

“*Matt Wayrynen*”

Matt Wayrynen
President and Chief Executive Officer

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release. This release may contain statements that are considered as forward-looking statements and are subject to various risks and uncertainties concerning the specific factors disclosed under the heading “Risk Factors” and elsewhere in the Company’s periodic filings with Canadian securities regulators. Such information contained herein represents management’s best judgment as of the date hereof based on information currently available. The Company does not assume the obligation to update any forward-looking statement.