FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Edge Resources Inc. ("Edge" or the "Corporation")
Suite 1400 Elveden House
717 – 7th Avenue SW
Calgary, Alberta T2P 0Z3

ITEM 2 Date of Material Change:

September 27, 2011.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on September 27, 2011.

ITEM 4 Summary of Material Change:

The Corporation is pleased to announce that it has signed a significant farm-in agreement with a major Canadian-based E&P firm. The agreement encompasses a substantial footprint of undeveloped land in the Edmonton Sands project area.

ITEM 5 Full Description of Material Change:

Please see attached press release.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Mr. Brad Nichol, President and Chief Executive Officer
Phone: (403) 767-9905
Fax: (403) 767-9007

ITEM 9 Date of Report:

DATED as of September 27, 2011.

FOR IMMEDIATE RELEASE
TSX Venture Stock Symbol: EDE **Sept. 27, 2011**
EDGE RESOURCES INC. **Calgary, Alberta**

Edge Signs Major Edmonton Sands Farm-in Agreement

CALGARY, ALBERTA (September 27, 2011) – Edge Resources Inc. ("Edge" or the "Company") is pleased to announce that it has signed a significant farm-in agreement with a major Canadian-based E&P firm (the “Farmor”). The agreement encompasses a substantial footprint of undeveloped land in the Edmonton Sands project area.

The farm-in agreement allows Edge to nearly triple its existing land-base and drilling inventory in, and very near to, its Gilby / Willesden Green core area. The Company has already identified several high-impact sections contiguous to its existing land and infrastructure.

Under the terms of the agreement, the Company has access to 125 gross (68 net) sections of undeveloped land in the heart of the Edmonton Sands fairway. By drilling and completing a well, the Company will earn 100% of the Farmor’s interest to the base of the Edmonton Sands in the respective section, subject to a 5% Gross Overriding Royalty. There is no minimum drilling, completion, equipping or tie-in obligation, no penalty for failing to drill and the agreement has a four year term, after which all unearned land will return to the Farmor.

Combined with the Company’s existing lands, including the recently-announced acquisition, the Company now has a total of 56 gross earned or acquired Edmonton Sands sections and, including those from this farm-in agreement, another 147 gross sections that can be earned by drilling a well on each respective section. Including potential down-spaced locations, Edge now has a drilling inventory of over 700 potential Edmonton Sands locations that can be drilled on highly-favourable economic terms, using Edge’s unique mapping and completion techniques accompanied by a magnanimous timeline.

Brad Nichol, President and CEO of Edge commented, “Inspired by the current cycle of low natural gas prices, Edge continues to see these times as an unprecedented opportunity. This could not be better demonstrated than by the terms of this farm-in transaction. Even in this low-priced commodity environment, we continue to be cash-flow positive by utilizing our unique competitive advantages. This allows us to (i) profit during these times when many companies cannot, and (ii) position the company for unprecedented growth when we exit this low point in the cycle.” Nichol added, “This farm-in agreement affords Edge the luxury of fastidiously choosing drilling locations over the next four years and weighing commodity prices with capital deployment, without the burden of unyielding time commitments that normally accompany farm-in agreements of this nature.”

About Edge Resources Inc.

Edge Resources is focused on the exploration, development and production of shallow oil and natural gas horizons, most prominently from the Edmonton Sands group of formations, a conventional, shallow gas group of reservoirs located in Central Alberta, Canada. The management team’s very high success rate is based on the safe, efficient deployment of capital and a proven ability to efficiently execute in shallow formations, which gives Edge Resources a sustainable, low-cost, competitive advantage.

The Alberta Government estimates that there is 44 trillion cubic feet ("TCF") of non-producing, shallow natural gas in Alberta. Edge Resources’ management team has evaluated over 20,000 sections of land and has identified over 200 "five-star" sections.

For more information, visit the company website: www.edgeres.com or contact:

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OR

Nathan Steinke
Chief Financial Officer
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This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address future production, reserve potential, exploration drilling, exploitation activities and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. For more information on the Company, Investors should review the Company's registered filings which are available at www.sedar.com.

This news release shall not constitute an offer to sell or the solicitation of any offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities offered have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Barrel ("bbl") of oil equivalent ("boe") amounts may be misleading particularly if used in isolation. All boe conversions in this report are calculated using a conversion of six thousand cubic feet of natural gas to one equivalent barrel of oil (6 mcf=1 bbl) and is based on an energy conversion method primarily applicable at the burner tip and does not represent a value equivalency at the well head.

Trading in the securities of Edge Resources Inc. should be considered highly speculative. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.