

Form 45-102F1
Notice of Intention to Distribute Securities under Section 2.8 of
MI 45-102 Resale of Securities

Reporting issuer

1. Name of reporting issuer:

Edge Resources Inc. (the "Issuer").

Selling security holder

2. Your name:

**Henderson Global Investors Limited for and on behalf of certain funds
(the "Manager").**

3. The offices or positions you hold in the reporting issuer:

Not applicable.

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

No.

5. Number and class of securities of the reporting issuer you beneficially own:

**The Manager exercises control or direction over 45,428,438 common shares of the
Issuer ("Common Shares").**

Distribution

6. Number and class of securities you propose to sell:

12,590,000 Common Shares.

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

Common Shares will be sold through the facilities of the AIM, London.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: May 22, 2015

HENDERSON GLOBAL INVESTORS LIMITED

Your name (Selling security holder)

(signed) "Richard McNamara"
**Your signature (or if a company,
the signature of your authorized signatory)**

Richard McNamara
Name of your authorized signatory