**FORM 51-102F3**
**MATERIAL CHANGE REPORT**

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

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

**ITEM 2 Date of Material Change:**

March 4, 2016

**ITEM 3 News Release:**

A news release was distributed via Marketwire and filed via SEDAR on March 4, 2016.

**ITEM 4 Summary of Material Change:**

The Company announces that its nominated advisor, Sanlam Securities UK Limited ("Sanlam"), intends to cease its nominated advisor and small cap broking business. Consequently, the Company will cease to have a nominated advisor on March 14, 2016.

**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 April 5, 2016

FOR IMMEDIATE RELEASE
TSX Venture Exchange Symbol: **EDE**
AIM Exchange Symbol: **EDG**

March 4, 2016
Calgary, Alberta

**Edge Resources Inc. Announces Proposed Delisting From AIM**

Edge Resources Inc. ("Edge" or the "Company") announces that its nominated advisor, Sanlam Securities UK Limited ("Sanlam"), intends to cease its nominated adviser and small cap broking business. Consequently, the Company will cease to have a nominated adviser on March 14, 2016.

Following receipt of Sanlam's notice, the Company undertook a strategic review process assessing the viability of its ongoing quotations on both AIM and the TSX-V. Edge has now taken the decision that, in light of the additional cost and regulatory burdens imposed upon the Company by having two quotations, it will not seek to appoint a new nominated adviser and therefore its admission to trading on AIM will be suspended from 7:30 a.m. on March 15, 2016.

Pursuant to Rule 1 of the AIM Rules for Companies, if an AIM company ceases to have a nominated adviser, trading in its securities will be suspended. Under the AIM Rules, the Company's admission to trading on AIM will be cancelled on April 15, 2016 (the "Cancellation Date"). Pursuant to Rule 41 of the AIM Rules, the Company intends to host a shareholder meeting in Calgary on April 11, 2016, at which shareholders will be given the opportunity to vote on the proposal. Shareholders will be provided with official notice and details of the shareholder meeting, including an information circular, in the coming days.

Shareholders should note though that even if less than 75% of votes cast at this meeting are in favour of the cancellation, the Company does not intend to appoint a new nominated adviser; and thus, trading in its shares on AIM will still be cancelled on the Cancellation Date.

Prior to March 15, 2016, shareholders may continue to trade their securities on AIM. Shareholders that hold their shares via Depositary Interests ("DIs") created by Computershare Investor Services PLC and held in CREST will not be required to move their holdings from CREST until such time as they wish to trade their DIs or transfer them to the Canadian Depositary System ("CDS").

The Company encourages shareholders to migrate their holdings of common shares to the Canadian shareholder register. DI holders wishing to transfer their position should contact their broker or independent professional adviser for the procedure to follow, or to contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, telephone 0870 703 0027, for the procedure.

The Company has taken this decision in light of extremely challenging macro conditions and in order to further reduce its ongoing costs. Shareholders will still be able to trade the Company's shares on the TSX-V. The Company is also providing this advance notice to shareholders to help allow those UK based investors who do not wish to trade their shares on TSX-V to trade their shares on AIM ahead of the Company's suspension on March 14, 2016.

Brad Nichol, President and CEO of Edge, commented, "While it is an unfortunate decision that we've been forced to take, delisting from AIM is a necessary step to help ensure the Company stays viable in this extremely challenging oil and gas market. This market has forced many difficult decisions on management teams across the globe and it is my hope that our many supportive UK shareholders see this for what it is – a necessary step to help maintain the value of their investment, not abandon it." Nichol added, "The reality is that the UK listing requires ongoing costs that are an order of magnitude greater than the cost of maintaining a TSX-V listing. In these challenging economic times for the Company, and with the enhanced regulatory burdens of maintaining two listings, focusing on the TSX-V is the best course of action for all shareholders."

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

**Brad Nichol, President and CEO** Phone: +1 403 767 9905

**Sanlam Securities UK Limited (NOMAD and Joint Broker)** Phone: +44 20 7628 2200
Simon Clements / James Thomas

**SP Angel Corporate Finance LLP (Joint Broker)** Phone: +44 20 3463 2260
John MacKay / Richard Hail

## About Edge Resources Inc.

Edge Resources is focused on developing a balanced portfolio of oil and natural gas assets from properties in Alberta and Saskatchewan, Canada. Management has consistently focused on:

1. Shallow, vertical, conventional programs with reduced capital, operational and geological risks
2. Very high or 100% working interests and fully operated assets
3. Pools and horizons with exceptionally high reserves in place

The management team's very high drilling 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.

#### Unaudited Financial Information

*Certain financial and operating information included in this press release for the year ended March 31, 2015, such as capital expenditures, production, F&D costs and FD&A costs are based on unaudited financial results, and are subject to the same limitations as discussed under "Forward-Looking Information". These estimated amounts may change upon the completion of audited financial statements for the year-ended March 31, 2015 and changes could be material.*

#### Forward-Looking Statements

*This news release includes certain information, with management's assessment of Edge's future plans and operations, and contains forward-looking statements which may include some or all of the following: (i) anticipated production rates; (ii) expected results of capital programs; (iii) expected timelines for production optimization; (iv) net debt levels; (v) anticipated operating costs; and (vi) expected capital projects and associated spending; which are provided to allow investors to better understand the Company's business. By their nature, forward-looking statements are subject to numerous risks and uncertainties; some of which are beyond Edge's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, changes in environmental tax and royalty legislation, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources, and other risks and uncertainties described under the heading 'Risk Factors' and elsewhere in the Company's Management Discussion and Analysis and other documents filed with Canadian provincial securities authorities and are available to the public at www.sedar.com. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The principal assumptions Edge has made includes security of land interests; drilling cost stability; finance and debt markets continuing to be receptive to financing the Company, the ability of the Company to monetize non-core assets and industry standard rates of geologic and operational success. Actual results could differ materially from those expressed in, or implied by, these forward-looking statements. Edge disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. 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.*

*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.*