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:

April 26, 2016

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on April 26, 2016.

ITEM 4 Summary of Material Change:

The Company announces that its lender, Alberta Treasury Branches ("ATB"), has made a demand on Edge, as debtor, for payment in full of Edge's outstanding indebtedness plus accrued interest, costs and fees. In addition, ATB provided Edge with a Notice of Intention to Enforce Security under section 244 of the *Bankruptcy and Insolvency Act* (Canada). Edge has consented to the Receivership requested by ATB over its Saskatchewan-based assets and has shut-in all of its operated/licensed wells and facilities in Alberta in order to secure and enhance the safety of its operations. In addition, due to the inability to continue corporate operations, Edge has now terminated the remaining officers, employees and consultants of the Company, and the directors of the Company have resigned.

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 26, 2016

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

April 26, 2016
Calgary, Alberta

Edge Resources Announces Shut-in of Production, Cessation of Operations, Termination of Officers and Resignation of Directors

Edge Resources Inc. ("Edge" or the "Company") reports in furtherance of its announcement of April 4, 2016, that its lender, Alberta Treasury Branches ("ATB"), has made a demand on Edge, as debtor, for payment in full of Edge's outstanding indebtedness plus accrued interest, costs and fees. In addition, ATB provided Edge with a Notice of Intention to Enforce Security under section 244 of the *Bankruptcy and Insolvency Act* (Canada). Despite attempts by the Company to present alternatives that it feels would better serve all stakeholders, including ATB, Alberta's taxpaying citizens and Edge's shareholders, these proposals have not been accepted by ATB. ATB seeks the appointment of Grant Thornton LLP as Receiver over only the Saskatchewan-based assets. In recognition of these circumstances, Edge has consented to the Receivership and has shut-in all of its operated/licensed wells and facilities in Alberta in order to secure and enhance the safety of its operations. Edge has notified ATB and the Alberta Energy Regulator that the shutting-in by Edge of its operated/licensed wells and facilities in Alberta is complete. As without ATB's support, Edge no longer has the financial capability to carry on its operations, Edge has now terminated the remaining officers, employees and consultants of the Company, and the directors of the company have resigned.

The Company has an LMR rating in Alberta of 1.29 which, with low-decline assets, is projected to remain greater than 1.0 for the foreseeable future. The rating in Saskatchewan is currently 3.8. The Company has been actively engaged in attempts to secure financing, asset sales and restructuring processes since May of 2015 and despite pending extant offers for all and/or some of the assets of Edge, the proceeds would be insufficient to satisfy all liabilities of the Company.

The cost of operations, including processing and transportation of commodities, field labour and production costs, royalties, and administrative expenses, exceeds gross revenues at recent commodity pricing levels. The Company's lender has declined to provide further financial support to Edge and, despite Edge's exhaustive efforts to work with ATB on several *bona fide* options, there is no other means of financing available to the Company at this time.

The directors have determined that Edge's business is no longer viable, that Edge's realizable asset value is less than its current debt, that in the present economic environment and in Edge's present circumstances with its current asset base, Edge cannot refinance or recapitalize its operations and that the Company, therefore, no longer has the financial capability to carry on its operations. As a result, Edge announces that it has now consented to ATB's appointment of a Receiver over the Saskatchewan-based assets, shut-in its Alberta operations, terminated certain officers of the Company, and that all remaining employees and consultants have been terminated and directors have resigned, effective immediately.

As a result of the foregoing, trading of the Company's common shares on the TSX Venture Exchange will be suspended and the listing will be moved to the NEX Exchange.

For further information, visit the company website: www.edgeres.com.

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.