FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Edgewater Exploration Ltd.
1820 – 999 West Hastings Street
Vancouver, BC V6C 2W2

(the "Company")

Telephone Number: 604-687-3992

Item 2 **Date of Material Change**

July 28, 2010

Item 3 **News Release**

A press release was disseminated on July 28, 2010 through Marketwire.

Item 4 **Summary of Material Change**

The Company announced that it has entered into a definitive share purchase agreement to purchase all of the outstanding shares of Rio Narcea Gold Mines S.L.

Item 5 **Full Description of Material Change**

Please see attached press release of July 28, 2010.

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

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

Edward Farrauto, Director and CFO
Telephone: (604) 687-3992

Item 9 **Date of Report**

July 28, 2010

EDGEWATER EXPLORATION LTD.

1820 – 999 West Hastings Street
Vancouver, British Columbia
V6C 2W2

EDGEWATER FINALIZES ACQUISTION OF THE CORCOESTO GOLD DEPOSIT, SPAIN

July 28, 2010 **TSXV-EDW**

Vancouver, British Columbia. Mr. George Salamis, President and CEO of Edgewater Exploration Ltd. (**"**Edgewater**"** or the **"**Company") is pleased to announce that the Company has entered into a definitive share purchase agreement dated July 27th, 2010 (the "Agreement") to purchase all of the outstanding shares of Rio Narcea Gold Mines S.L ("Rio Narcea") a wholly-owned subsidiary of Lundin Mining Corporation ("Lundin", TSX:LUN, OMX:LUMI).

Malpica-Tuy Gold Project, Spain

Rio Narcea owns a 100% interest in the Malpica-Tuy Gold Project including the Corcoesto Gold Deposit in northwest Spain as well as an additional 7 gold and gold-copper projects totalling 50,013 ha in south-west Spain. The all-cash purchase terms are as follows:

On Closing:	US$1,000,000
Six (6) Months from Closing:	US$4,000,000
Twelve (12) Months from Closing:	US$3,000,000
Total:	US$8,000,000

Lundin will retain a 1.5% Net Smelter Return ("NSR") Royalty upon the commencement of commercial production from the Corcoesto Gold Property subject to Edgewater having the right to re-purchase 1.0% of the royalty at any time after Closing for US$1,500,000. A finder's fee of 432,500 common shares will be issued to Featherstone Capital Advisors Inc. ("Featherstone") in connection with the share purchase agreement with Lundin. Featherstone is engaged as financial and capital markets advisors to Edgewater.

The Corcoesto Gold Property (the "Property") is an advanced-stage exploration gold project located in northwest Spain approximately 36 km west-southwest of the port city of La Coruña in the Galician Autonomous Community. The project has excellent infrastructure including paved road access and power is available from a 22 Kv power-line that crosses the property. The Corcoesto property consists of three Exploitation Concessions totalling 774 ha. Rio Narcea acquired the property in 1996 and completed an extensive program of soil sampling, trenching, diamond drilling and resource delineation. To date, approximately 31,166 meters of drilling has been completed in 283 holes on the project.

From 2005 to 2008 Kinbauri Gold Corp. ("Kinbauri") obtained an option on the Property from Rio Narcea and completed a NI 43-101 technical report entitled, "Technical Report for the Corcoesto Gold Deposit, Galcia, Spain" (the "Report") dated August 22nd, 2006 by Alan Noble, P.E. of Ore Reserves Engineering. This Report calculates the mineral resources for the three Southern Vein Systems at the Corcoesto deposit that may be amenable to open pit mine development. The Report estimates a Measured and Indicated resource, at a 0.65 g/t Au cut-off, of 7,057,000 tonnes grading 1.43 g/t Au and containing 323,300 ozs of gold. Table 1 summarizes the Southern Vein Systems Mineral Resources from the Report.

Table 1
Corcoesto Gold Deposit
Southern Vein Systems – 2006 Mineral Resource Summary

Resource Class	**Cutoff (g/t Au)**	**Tonnes (x1000)**	**g/t Au**	**Contained Gold (x1000 oz)**
Measured	0.65	3,648	1.46	171.0
Indicated	0.65	3,409	1.39	152.3
Measured + Indicated	**0.65**	**7,057**	**1.43**	**323.3**
Inferred	0.65	851	1.40	38.4

1. CIM definition standards were followed for the resource estimate
2. The 2006 resource estimate was based on a 2003 resource model which used an inverse-distance-power estimation within a three-dimensional block model with mineralized zones defined by wireframed solids.
3. A total of 443 drill holes and trenches were used in the resource estimate totalling 43,018 m with sample spacing's that were less than 25 m for Measured resource and less than 55 metres for Indicated resources
4. Mineralized zones were modelled with 1 m dilution and minimum mining width of 4 m that has, on average, decreased gold grades by 20% and increased the width of the zones by 29%.
5. Mineral Resources that are not mineral reserves do not have economic viability

From 2005 through 2007 Kinbauri completed a total of 57 diamond drill holes on the Corcoesto deposit with the following focus: infill and step-out drilling on the three Southern Vein Systems, drilling of the four Northern Vein Systems and drilling to determine the potential for developing higher-grade underground resources. Sparse deep drilling on the Southern Vein Systems indicates the potential for establishing resources at depth on the Property with the 2006 Report identifying a deep Inferred resource in a portion of two of the Southern Vein Systems of 27,400 ounces gold (0.128 Mt grading 6.65 g/t Au) at a 5.0 g/t Au cutoff.

Ore Reserves Engineering has been contracted by Edgewater to complete a revised NI 43-101 resource estimate for the Corcoesto Gold Deposit that will include all of the 2005-2007 Kinbauri drill data which was not previously incorporated in past resource estimates. It is anticipated that the revised NI 43-101 Corcoesto resource estimate will be completed shortly.

The technical content in this news release pertaining to the Malpica-Tuy Gold Project and the Corcoesto Gold Deposit was read and approved by Alan Noble, P.E., of Ore Reserves Engineering Inc., a professional mining engineer registered in the State of Colorado, USA and a Qualified Person ("QP") as defined by National Instrument 43-101.

The purchase will be subject to Regulatory Approval.

On behalf of the board of
EDGEWATER EXPLORATION LTD.

"George Salamis"

George Salamis,
President and CEO

For further information, please contact:
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