FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Edgewater Exploration Ltd.
Suite 1820 – 999 West Hastings Street
Vancouver, British Columbia
V6C 2W2

(the “Company”)

Telephone Number: 604-628-1010

Item 2 Date of Material Change

September 26, 2012

Item 3 News Release

The news release was disseminated on September 26, 2012 through Marketwire.

Item 4 Summary of Material Change

The Company announced that it has closed a US$5,000,000 financing of a sale (the “Sale”) of royalty interests on the Company’s Corcoesto Gold Project, Galicia, Spain, concurrent with a non-brokered private placement (the “Private Placement”) of 2,436,250 units raising gross proceeds of Cdn$974,500 (US$1,000,000). Detailed information regarding the Sale and the Private Placement are outlined on the attached September 26, 2012 news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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**

For further information, contact:

Ryan King, Vice President
Telephone: (604) 628-1012

Item 9 **Date of Report**

September 28, 2012

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

EDGEWATER SELLS ROYALTY INTEREST ON THE CORCOESTO GOLD PROJECT AND CLOSES PRIVATE PLACEMENT

September 26, 2012 **TSX-V: EDW**
OTCQX: EDWZF

Vancouver, British Columbia. Edgewater Exploration Ltd. ("Edgewater" or the "Company") is pleased to announce that further to its press release dated September 24, 2012 it has now closed a US$5,000,000 financing through the sale of royalty interests on the Company's 100% owned Corcoesto Gold Project in northwest Spain and a non-brokered private placement to an arm's length third party (the "Transaction"). The details of the Transaction include:

a) the creation and sale of a 1.0% net smelter return ("NSR") royalty on production from the Corcoesto Gold Project and the sale of Edgewater's right option to purchase 1.0% of the existing 1.5% NSR for total cash proceeds of US$4,000,000; and

b) a non-brokered private placement consisting of 2,436,250 million units at a price of C$0.40 per unit for gross proceeds of C$974,500 (US$1,000,000). Each unit consists of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share in Edgewater for a period of 12 months from Closing at a price of C$0.50 per share.

Edgewater's 100% owned Corcoesto Gold Project will now be subject to a total NSR royalty on production of 2.5% and the Company has a working capital position of $6.0 million.

A 6.0% finder's fee payable in cash will be paid on the total Transaction.

All securities issued pursuant to the private placement will have a four month hold period expiring on January 26, 2013.

About Edgewater Exploration Ltd.

Edgewater is a mineral development and exploration company focused on the development of precious metal properties. Edgewater has an experienced mine building and operating team with a track record of success. The Company is currently developing the Corcoesto Gold Project in northwest Spain, and exploring the Enchi Gold Project in Ghana, West Africa.

On behalf of the board of **EDGEWATER EXPLORATION LTD.**

George Salamis,
President and CEO

For further information, please contact:
Ryan King, Vice President
rking@edgewaterx.com
Telephone: (604) 628-1012

FORWARD-LOOKING STATEMENTS: This news release contains certain "forward-looking statements", including statements respecting the anticipated completion of the Transaction and the anticipated receipt of the proceeds therefrom, completion of standard conditions and regulatory approvals. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of Edgewater to differ materially from those discussed in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things, failure by Edgewater to obtain any necessary regulatory approvals and failure of either Edgewater or the purchaser to satisfy closing conditions. Edgewater disclaims any intent or obligation to update any forward-looking statement unless required by law. Although Edgewater believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements.