

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

January 21, 2013

Item 3 News Release

The news release was disseminated on January 21, 2013 through Marketwire.

Item 4 Summary of Material Change

The Company announced that it has entered into an agreement with a syndicate of underwriters co-led by Cormark Securities Inc. and Fraser Mackenzie Limited (collectively, the “Underwriters”), pursuant to which the Underwriters have agreed to purchase 11,112,000 common shares (“Shares”) of the Company on a bought deal private placement basis at a price of \$0.45 per Share (the “Offering”). The Underwriters were also granted an option to purchase up to an additional 2,778,000 Shares, and if fully exercised, will raise approximately \$6.25 million.

The Company will pay the Underwriters a cash commission equal to 6% of the gross proceeds of the Offering as well as broker warrants equal to 6% of the Shares sold pursuant to the Offering.

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

January 29, 2013



**EDGEWATER EXPLORATION LTD. ANNOUNCES \$5 MILLION
BOUGHT DEAL PRIVATE PLACEMENT**

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER IN THE UNITED STATES OF THE SECURITIES DESCRIBED HEREIN

Vancouver, BC, January 21, 2013 – Edgewater Exploration Ltd. [TSXV: EDW] (the “Company”) is pleased to announce that it has entered into an agreement with a syndicate of underwriters co-led by Cormark Securities Inc. and Fraser Mackenzie Limited (collectively the “Underwriters”) pursuant to which the Underwriters have agreed to purchase 11,112,000 common shares (“Common Shares”) of the Company on a bought deal private placement basis at a price of \$0.45 per Common Share (the “Offering”). The Underwriters were also granted an option to increase the Offering size by up to an additional 2,778,000 Common Shares, which would increase the total deal size to approximately \$6.25 million, if exercised in full.

The Company will pay the Underwriters a cash commission equal to 6% of the gross proceeds of the Offering as well as broker warrants equal to 6% of the Common Shares sold under the Offering exercisable for a 24 month period.

The Offering is scheduled to close on or about February 13, 2013 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange.

The net proceeds of the Offering will be for continued advancement of the Company’s Corcoesto Gold Project in Spain and for general working capital purposes.

The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States unless registered under the Act or unless an exemption from registration is available.

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.

In Spain, Edgewater completed a Preliminary Economic Assessment (PEA) based on a Measured and Indicated Resource of 325,000 ounces of gold at a grade of 1.74 g/t and an Inferred Resource of 1.149 million ounces of gold at a grade of 1.76 g/t. A base cut-off grade of 0.65 g/t gold was used in the estimation of these resources, above an average depth of 200 m and a cut-off of 2.0 g/t below 200 m depth. The PEA was published in 2011 which demonstrated robust economics including a pre-tax Net Present Value (NPV) at 5% discount of \$340 Million an Internal Rate of Return (IRR) of 34% and a Payback of 2.5 years using a gold price of \$US1,500 per ounce in the financial models. Over the last 12 months Edgewater has completed 45,000 metres of infill drilling, initiated a final feasibility study with Tetra Tech, signed a debt mandate agreement with Credit Suisse AG and Barclays Bank PLC for up to

\$120 Million for project financing and received the full Environmental Impact Statement for the Corcoesto Gold Project. (please visit www.edgewaterx.com for further details).

In Ghana, the Company's Enchi Gold Project (51/49 JV with Kinross) is host to 749,000 ounces of gold at an average grade of 1.13 g/t, using a cut-off of 0.7 g/t gold.

On behalf of the board of EDGEWATER EXPLORATION LTD.

"George Salamis"

George Salamis, President and CEO

For further information, please contact:

Ryan King, Vice President rking@edgewaterx.com

Telephone: (604) 628-1012

"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.

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, including the expected completion of the offering and the timing thereof, and the expected use of proceeds are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, changes in market conditions, unsuccessful exploration results, changes in the price of gold, unanticipated changes in key management personnel and general economic conditions. Mining exploration and development is an inherently risky business. Accordingly the actual events may differ materially from those projected in the forward-looking statements. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.