

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Edgewater Exploration Ltd. (the “**Company**”)
1680 - 200 Burrard Street
Vancouver, British Columbia
V6C 3L6

Item 2. Date of Material Change

September 8, 2016

Item 3. News Release

A news release announcing the material change referred to in this report was issued on September 8, 2016 and disseminated through Marketwired. The news release was filed on SEDAR at www.sedar.com.

Item 4. Summary of Material Changes

The Company announced it has completed its previously announced private placement (the “**Private Placement**”) raising gross proceeds of \$500,000 by the issuance of 20,000,000 units (the “**Units**”) at a price of \$0.025 per Unit. Each Unit consists of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire an additional common share for \$0.05 for a period of five years from the date of closing of the Private Placement

Item 5. Full Description of Material Change

Please see the attached news release dated September 8, 2016.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information, please contact:
Ryan King, Vice-President
604-628-1012.

Item 9. Date of Report

This material change report is dated September 12, 2016



1680 – 200 Burrard Street
Vancouver, British Columbia
V6C 3L6

EDGEWATER CLOSES NON-BROKERED PRIVATE PLACEMENT

September 8, 2016

TSX-V: EDW

Vancouver, British Columbia. Edgewater Exploration Ltd. (“**Edgewater**” or the “**Company**”) is pleased to announce that it has closed its previously announced non-brokered private placement financing of 20,000,000 units (the “**Units**”) at a price of \$0.025 per Unit for gross proceeds of \$500,000 (the “**Private Placement**”).

Each Unit consists of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire an additional common share for \$0.05, on a pre-Consolidation basis (as defined below), for a period of five years from the date of closing of the Private Placement. Proceeds of the financing will be used for general working capital. All securities issued pursuant to the Private Placement are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with applicable securities legislation.

The Private Placement was made pursuant to the grant of a “discretionary waiver” of the TSX Venture Exchange’s minimum price requirement based on the Company’s undertaking to seek shareholder approval of a share consolidation on or before the date that is six months following the closing date of the Private Placement. The Company intends to consolidate its outstanding common shares on the basis of four (4) existing common shares for one (1) new common share (the “**Consolidation**”) and will seek shareholder approval of the Consolidation at the Company’s special meeting of shareholders to be held October 28, 2016.

Insiders of the Company have subscribed for Units under the Private Placement. The issuance of Units to insiders pursuant to the Private Placement (the “**Insider Participation**”) will be considered to be a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 (“**MI 61-101**”). The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(1)(b) of MI 61-101 in respect of any Insider Participation.

Douglas Forster, a director of the Company, purchased 500,000 Units directly and 3,500,000 Units indirectly through Quarry Capital Corp. pursuant to the Private Placement. Following closing of the Private Placement, Mr. Forster holds, directly and indirectly, 10,890,250 common shares representing approximately 8.73% of the outstanding common shares of the Company, 6,500,000 common share purchase warrants and 350,000 options to purchase common shares, that, if exercised, would result in Mr. Forster holding approximately 13.49% of the Company’s

then issued and outstanding common shares, assuming no other common shares of the Company are issued. Mr. Forster acquired these Units for investment purposes and may, from time to time, acquire additional securities of the Company or dispose of such securities as he may deem appropriate. For the purposes of National Instrument 62-103 early warning reporting, the address of Mr. Forster is 1680 - 200 Burrard Street, Vancouver, British Columbia, V6C 3L6. A copy of the early warning report being filed by Mr. Forster may be obtained on the Company's SEDAR profile or by contacting the Company at 604-628-1012.

Blayne Johnson, a director of the Company, purchased 4,000,000 Units pursuant to the Private Placement. Following closing of the Private Placement, Mr. Johnson holds 10,238,750 common shares representing approximately 8.21% of the outstanding common shares of the Company, 6,000,000 common share purchase warrants and 350,000 options to purchase common shares, that, if exercised, would result in Mr. Johnson holding approximately 12.66% of the Company's then issued and outstanding common shares, assuming no other common shares of the Company are issued. Mr. Johnson acquired these Units for investment purposes and may, from time to time, acquire additional securities of the Company or dispose of such securities as he may deem appropriate. For the purposes of National Instrument 62-103 early warning reporting, the address of Mr. Johnson is 1680 - 200 Burrard Street, Vancouver, British Columbia, V6C 3L6. A copy of the early warning report being filed by Mr. Johnson may be obtained on the Company's SEDAR profile or by contacting the Company at 604-628-1012.

About Edgewater Exploration Ltd.

Edgewater is a mineral development and exploration company focused on the development of precious metal properties.

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

"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.

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain "forward-looking information" and "forward-looking statements"(collectively "forward-looking statements") within the meaning of applicable Canadian and United States securities legislation including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included

herein, without limitation, statements relating the future operating or financial performance of the Company, are forward-looking statements.

Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in this news release relate to, among other things completion of the Consolidation. Actual future results may differ materially. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the respective parties, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the risk that the Company does not receive the approval of the shareholders of Edgewater. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these times. Except as required by law, Edgewater does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.