

**WATERFRONT CAPITAL CORPORATION**

**Annual General Meeting  
to be held on June 13, 2012**

**Notice of Annual General Meeting  
and  
Information Circular**

**May 9, 2012**

**WATERFRONT CAPITAL CORPORATION**

2489 Bellevue Avenue  
West Vancouver, British Columbia  
V7V 1E1

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Waterfront Capital Corporation (the “**Company**”) will be held at the Company’s offices, located at 2489 Bellevue Avenue, West Vancouver, British Columbia on Wednesday, June 13, 2012 at 10:00 a.m.. At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2011, together with the auditor’s report thereon, and consider resolutions to:

1. elect directors for the ensuing year;
2. appoint Davidson & Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor; and
3. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors requests all shareholders who will not be attending the Meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on Monday, June 11, 2012 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on May 9, 2012 will be entitled to vote at the Meeting.

A circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 9<sup>th</sup> day of May, 2012.

**ON BEHALF OF THE BOARD**

*(signed) “Douglas L. Mason”*

**Douglas L. Mason**  
Chief Executive Officer and President