

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

**FORM 53-901F
(Previously Form 27)**

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)**

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

NOTE: If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL – SECTION 85", and file in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

1 Reporting Issuer

Waterfront Capital Corporation
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Company")

2 Date of Material Change

June 13, 2012

3 Press Release

Issued in West Vancouver, B.C. on June 13, 2012 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company announced the appointment of a Director.

5 Full Description of Material Change

The Company announced the appointment of Andrzej Kowalski to its Board of Directors and Audit Committee.

Mr. Kowalski is a successful entrepreneur and multiple business owner. He initially worked as a lawyer in commercial law and litigation. Much of Mr. Kowalski's business career has involved founding, financing, operating and selling technology companies in the private and public sectors. He also has experience with real estate development and investing. Mr. Kowalski holds Bachelor of Arts and Bachelor of Laws degrees from Monash University, Australia and a Master of Laws degree from the University of British Columbia. He has been a Governor of Collingwood School, West Vancouver, since 2006 and a Director of the BC Sports Hall of Fame & Museum since 2009.

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922-2030, or visit the Company's website at www.waterfrontgroup.com

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Douglas L. Mason, President & CEO
Sead Hamzagic, CFO & Secretary

Further information may be obtained from Bruce E. Morley, director of the Company, 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 13th day of June, 2012.

WATERFRONT CAPITAL CORPORATION.

"Bruce E. Morley"

Signature

Director

(Official capacity - please print)

Bruce E. Morley

(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)