

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**

July 24, 2012

**3 Press Release**

Issued in West Vancouver, B.C. on July 24, 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 granted stock options.

**5 Full Description of Material Change**

In connection with the recent appointment of Andrzej Kowalski as a director of the Company, it has announced that it has granted 75,000 incentive stock options to Mr. Kowalski at an exercise price of \$0.10 per share for a term of 5 years.

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922-2030, or visit the Company's website at [www.waterfrontgroup.com](http://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 24th day of July, 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)*