

**WATERFRONT CAPITAL CORPORATION**

**Annual General and Special Meeting  
to be held on June 12, 2013**

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

**May 8, 2013**

## WATERFRONT CAPITAL CORPORATION

2489 Bellevue Avenue  
West Vancouver, British Columbia  
V7V 1E1

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special 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, Vancouver, British Columbia on Wednesday, June 12, 2013 at 10:00 am. At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2012, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors at five;
2. elect directors for the ensuing year;
3. 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;
4. if deemed appropriate, approve by ordinary resolution the adoption of a new stock option plan, as more particularly set out in the section of the information circular entitled “Particulars of Matters to be Acted Upon – Approval of Adoption of the New Stock Option Plan”;
5. consider and, if deemed appropriate, approve by ordinary resolution, the ratification and approval of an advance notice policy adopted by the board of directors, as more particularly set out in the section of the information circular entitled “Particulars of Matters to be Acted Upon - Ratification and Approval of Advance Notice Policy”; and
6. 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 (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person 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 10, 2013 (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 8, 2013 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 8<sup>th</sup> day of May, 2013.

#### ON BEHALF OF THE BOARD

*(signed) “Douglas L. Mason”*

Douglas L. Mason  
Chief Executive Officer