

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

(the "Company" or "Waterfront Capital")

Item 2 Date of Material Change

September 30, 2013

Item 3 News Release

Issued in Vancouver, B.C. on September 30, 2013 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital Announces New Corporate Appointments.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced the appointment of Rick Peterson, as President and a Director, and Steven Low, as VP Business Development.

About Rick Peterson

Rick Peterson has had a successful 25-year career in all areas of Canadian capital markets. His achievements have included Chairman's Club Investment Advisor with Midland Walwyn Capital Inc., National Retail Sales Director with Yorkton Securities, Institutional Salesman with Midland Walwyn Capital Inc. (European division); and Investment Banker with Merrill Lynch Canada and CIBC Capital Markets. Rick has provided capital markets advice and has helped raise in excess of \$100 million since 2005 with leading TSX and TSX Venture Exchange listed companies and asset managers.

About Steven Low

Steven Low is a former natural gas trader and institutional salesman, holding positions with three notable Toronto boutique dealers. Steve has built and maintains robust relationships on both the buy-side and sell-side in Canada and in the U.S. He has a passion for all aspects of energy marketing – upstream, midstream and downstream – and investor interest in each of these areas.

Douglas Mason, C.E.O. of Waterfront Capital said "I am excited about the immense opportunities these two extremely qualified individuals may bring to Waterfront Capital. Rick maintains close relationships with a strong network of investment dealers and investment advisors across Canada, as well as institutional investors and family wealth managers in Europe, and Steven has the ability and networks to present companies to the appropriate analysts, investment bankers and dealers with the best distribution possible for their specific strategy."

Waterfront Capital offers a full range of financial and communications services to growth companies in leading industry sectors. Waterfront Capital often serves as a company's strategic partner through the entire corporate "life-cycle", providing independent expertise and business advisory services in connection with venture capital markets, investor relations, initial public offerings and secondary

financings, mergers and acquisitions, public market administration, as well as media and marketing advice. Waterfront Capital's professionals have extensive financing and operating experience and assist promising public and private companies that require infusions of capital, management and restructuring to realize the value and potential of their underlying business.

In connection with the advisory business services that are presently provided, Waterfront Capital is pleased to announce that it will be expanding its business services to potentially include the distributions of exempt market securities, and in connection therewith, intends to proceed with an application to the British Columbia Securities Commission for registration as an "Exempt Market Dealer" in accordance with National Instrument 31-103 Registration Requirements and Exemptions ("NI 31-103").

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

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not applicable

Item 7 Omitted Information

No information has been intentionally omitted from this form.

Item 8 Executive Officers

The name and business telephone number of an executive officer of the Corporation who is knowledgeable about the material change and this report is:

Douglas L. Mason, CEO
Telephone: (604) 922-2030

Item 9 Date of Report

This report is dated the 1st day of October, 2013.