

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

November 20, 2013

Item 3 News Release

Issued in Vancouver, B.C. on November 20, 2013 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital Announces Non-Brokered Private Placement and Debenture Financing

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Further to the Company's news release of October 2, 2013, Waterfront Capital Corporation announced that, subject to regulatory approval, the Company intends to proceed with a non-brokered private placement and a convertible debenture financing to raise up to an aggregate of \$800,000. In connection with the private placement (the "Private Placement"), the Company intends to raise up to \$200,000 by the issuance of 2,000,000 units (the "Units") at \$0.10 per Unit. Each Unit will consist of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of \$0.20. With regard to the convertible debenture financing (the "Debenture Financing"), the Company intends to raise up to \$600,000 through the issuance of one Debenture that will have an interest rate of 12% per annum and will be convertible into common shares at \$0.25 per share and will also be convertible into preferred shares at the same conversion rate and such preferred shares will have a cumulative dividend of 12% per annum. Waterfront Capital does not currently have such preferred shares within its share capital, however, the Company intends to seek any required shareholder and/or regulatory approvals to create and authorize a class of preferred shares to facilitate this proposed Debenture transaction.

With respect to the Private Placement, the Company may pay finders' fees in the amount of 10% (payable in cash or Units), based on the sale of the Units purchased by subscribers introduced to the Company by such finders. The Company intends to use the proceeds from the Private Placement and Debenture Financing to expand its business and capital markets advisory services and for general working capital purposes.

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

Further information may be obtained from Bruce E. Morley, a director of the Company, at (604) 922-2030.

Item 9 Date of Report

This report is dated the 20th day of November, 2013.