

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

February 6, 2014

Item 3 News Release

Issued in Vancouver, B.C. on February 6, 2014 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital announced the appointment of VP Communications.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced the appointment of Stephanie Batcules, as VP Communications.

About Stephanie Batcules

Ms. Batcules is a senior communications professional with more than 18 years of experience in the healthcare, financial services and capital markets sectors. She will be working from Toronto, where, prior to joining Waterfront, she advised publicly traded emerging growth companies on all aspects of their marketing and communications strategies and, in doing so, established a wide and influential network of Investment Advisors across Canada.

"Stephanie is a proven professional in the capital markets communication business, and we're absolutely thrilled to have her join our team," said Waterfront Capital's President, Rick Peterson. "Her understanding of what is of interest to our network of Investment Advisors, and the pressures they operate under, is matched by her ability to communicate the key messages that our capital markets clients want to deliver to our audience. This is a powerful and rare combination of communication skills that will help us attain the very high capital markets advisory standards that we set at Waterfront Capital."

Company Introduction Meetings

Waterfront Capital will be holding three meetings (February 13th in Vancouver; February 14th in Calgary; and March 4th in Toronto during PDAC) to launch the Company's new business platform/website, and to introduce the Waterfront Capital business advisory team. Further details of the meetings can be obtained by contacting info@waterfrontcapitalcorp.com.

About Waterfront Capital

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 working towards 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

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 6th day of February, 2014.