

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 12, 2014

**Item 3 News Release**

Issued in Vancouver, B.C. on February 12, 2014 and disseminated through the facilities of Market News and Stockwatch.

**Item 4 Summary of Material Change**

Waterfront Capital announced the engagement of new business advisory clients.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Waterfront Capital announced that it has entered into agreements to provide capital markets and business advisory services to two new clients, namely, Global Cobalt Corporation and Zecotek Photonics Inc.

"The Waterfront Capital team is delighted to be working with these tremendous CEOs and their teams in these emerging growth companies," said Rick Peterson, Waterfront Capital's President. "In the next few weeks and months, we'll be highlighting these companies in front of our network of Investment Advisors, family wealth managers and institutional accounts representatives. This is a solid start for Waterfront Capital as we continue to build on our public company client portfolio going forward." said Rick.

**About Global Cobalt Corporation**

Global Cobalt Corporation (TSX.V:GCO) is a Canada-based strategic metals company focused on the development of a new mining region in the Republic of Altai, Russia. As first mover into this new jurisdiction, Global Cobalt will position itself as a pioneer in an untapped region as the first and only foreign-invested publicly traded mining company to advance mineral projects in Altai. Global Cobalt will build upon the success of the flagship Karakul Cobalt Project and neighbouring Altai Projects while aggressively expanding and exploring existing properties to supply the growing demand for cobalt and other strategic metals.

**Zecotek Photonics Inc.**

Zecotek Photonics Inc (TSX-V: ZMS; Frankfurt: W11) is a photonics technology company developing high-performance scintillation crystals, photo detectors, positron emission tomography scanning technologies, 3D auto-stereoscopic displays, and lasers for applications in medical, high-tech and industrial sectors. Founded in 2004, Zecotek operates three divisions: Imaging Systems, Laser Systems and 3D Display Systems with labs located in Canada, Korea, Russia, Singapore and U.S.A. Zecotek's management team is focused on building shareholder value by commercializing over 50 patented and patent pending novel photonic technologies directly and through strategic alliances and joint ventures with leading industry partners such as the European Organization for Nuclear Research (Switzerland), Beijing Opto-Electronics Technology Co. Ltd. (China), NuCare Medical Systems (South Korea), and National NanoFab Center (South Korea).

### **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.waterfrontcapitalcorp.com](http://www.waterfrontcapitalcorp.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 12<sup>th</sup> day of February, 2014.