

WATERFRONT CAPITAL CORPORATION

**Annual General and Special Meeting
to be held on July 3, 2014**

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

May 29, 2014

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 Thursday, July 3, 2014 at 10:00 am. At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2013, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors at six;
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. confirm the Company’s stock option plan, as required annually by the policies of the TSX Venture Exchange;
5. consider and, if deemed appropriate, approve by special resolution the alteration to the Company’s authorized share structure, its Notice of Articles and its Articles by creating a class of preferred shares with special rights and restrictions attached, as more particularly set out in the section of the information circular entitled “Particulars of Matters to be Acted Upon - Creation of Preferred Shares”; 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 30, 2014 (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 29, 2014 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 29th day of May, 2014.

ON BEHALF OF THE BOARD

(signed) “Douglas L. Mason”

Douglas L. Mason
Chief Executive Officer