

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Thursday, July 3, 2014

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power and authority to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 AM, Pacific Daylight Time, on Monday, June 30, 2014.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We, being holder(s) of Waterfront Capital Corporation hereby appoint: Douglas L. Mason, Chief Executive Officer, or failing him, Bruce E. Morley, a Director,

OR

Print the name of the person you are appointing if this person is someone other than those persons named.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Waterfront Capital Corporation to be held at 2489 Bellevue Avenue, West Vancouver, British Columbia, on Thursday, July 3, 2014 at 10:00 AM, Pacific Daylight Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

| | | |
|---|--------------------------|--------------------------|
| | For | Against |
| 1. Number of Directors To set the number of Directors at six. | <input type="checkbox"/> | <input type="checkbox"/> |

| 2. Election of Directors | | | | | | | |
|--------------------------|--------------------------|----------------------|--------------------------|--------------------------|----------------------------|--------------------------|--------------------------|
| For | Withhold | | For | Withhold | | For | Withhold |
| <input type="checkbox"/> | <input type="checkbox"/> | 01. Douglas L. Mason | <input type="checkbox"/> | <input type="checkbox"/> | 02. Bruce E. Morley | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | 04. Valerie Samson | <input type="checkbox"/> | <input type="checkbox"/> | 05. Andrzej Kowalski | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | | 03. Sead Hamzagic | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | | 06. Allan Richard Peterson | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|---|--------------------------|--------------------------|
| | For | Withhold |
| 3. Appointment of Auditors Appointment of Davidson & Company LLP, Chartered Accountants, as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|---|--------------------------|--------------------------|
| | For | Against |
| 4. Confirmation of Stock Option Plan To confirm the Company's existing Stock Option Plan, as required annually by the policies of the TSX Venture Exchange. | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|--|--------------------------|--------------------------|
| | For | Against |
| 5. Creation of Preferred Shares To approve by special resolution the alteration to the Company's authorized share structure, its Notice of Articles and Articles by creating a class of preferred shares, on the terms set forth in the section of the Information Circular entitled "Particulars of Matters to be Acted Upon - Creation of Preferred Shares". | <input type="checkbox"/> | <input type="checkbox"/> |

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

