

WATERFRONT CAPITAL CORPORATION

**Annual General Meeting
to be held June 9, 2011**

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

May 6, 2011

WATERFRONT CAPITAL CORPORATION

2489 Bellevue Avenue
West Vancouver, British Columbia
V7V 1E1

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Waterfront Capital Corporation (the "Company") will be held at the Company's offices located at 2489 Bellevue Avenue, West Vancouver, British Columbia on Thursday, June 9, 2011 beginning at 10:00 am. At the meeting, the shareholders will receive the financial statements for the year ended December 31, 2010 together with the auditors' report on those statements and consider resolutions to:

1. elect the board of directors for the ensuing year;
2. appoint Davidson & Company LLP, Chartered Accountants, as the auditors of the Company for the ensuing year and to authorize the board of directors to fix their remuneration; and
3. 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 requests all shareholders who will not be attending the meeting in person to 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 am (Vancouver, British Columbia time) on Tuesday June 7, 2011 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) prior to the time 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 6, 2011 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 6th day of May, 2011.

ON BEHALF OF THE BOARD

(signed) "Douglas L. Mason"

Douglas L. Mason
Chief Executive Officer and President