

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

August 8, 2014

Item 3 News Release

Issued in Vancouver, B.C. on August 8, 2014 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital closed tranche 1 of its non-brokered private placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that the Company has closed tranche 1 of its non-brokered private placement (the "Private Placement"). Under tranche 1, the Company has raised \$60,000 by the issuance of 600,000 units (the "Units") at \$0.10 per Unit. Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of \$0.20. All of the securities issued pursuant to tranche 1 of the Private Placement are subject to a hold period expiring on December 8, 2014. The Company anticipates completing tranche 2 of the Private Placement with the next two to three weeks. The Company intends to use the proceeds from the Private Placement for financing and expanding its business and capital markets advisory services and for general working capital purposes.

Early Warning Disclosure

In connection with the Private Placement, Douglas Mason, the Chief Executive Officer and a director of the Company, announces that on August 7, 2014 he acquired, direct or indirect, ownership of 250,000 Units of the Company at a price of \$0.10 per Unit. As a result, Douglas Mason now has, direct or indirect, ownership of 1,995,556 common shares of the Company representing approximately 17.2% of the issued and outstanding common shares of the Company. In addition, Mr. Mason holds stock options to purchase an additional 275,000 common shares of the Company and also holds warrants for the purchase of an additional 550,000 common shares of the Company. If these stock options and warrants were exercised in full, Mr. Mason would own, directly or indirectly, 2,820,556 common shares of the Company representing approximately 22.69% of the Company's then issued and outstanding common shares, assuming no other shares of the Company are issued. Douglas Mason acquired the Units for investment purposes and he may increase or decrease his ownership position in the future.

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 8th day of August, 2014.