

**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**

September 5, 2014

**Item 3 News Release**

Issued in Vancouver, B.C. on September 5, 2014 and disseminated through the facilities of Market News and Stockwatch.

**Item 4 Summary of Material Change**

Waterfront Capital closed tranche 2 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 2 (the final tranche) of its non-brokered private placement (the "Private Placement"). Under tranche 2, the Company has raised \$150,000 by the issuance of 1,500,000 units (the "Units") at \$0.10 per Unit, which closing was facilitated through a gypsy swap as referred to in the Company's news release of August 22, 2014. 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 2 of the Private Placement are subject to a hold period expiring on December 29, 2014. 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 28, 2014 he acquired, direct or indirect, ownership of 1,500,000 Units of the Company at a price of \$0.10 per Unit. As a result, Douglas Mason now has, direct or indirect, ownership of 2,016,556 common shares of the Company representing approximately 15.39% 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 2,050,000 common shares of the Company. If these stock options and warrants were exercised in full, Mr. Mason would own, directly or indirectly, 4,341,556 common shares of the Company representing approximately 28.14% 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](http://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 5<sup>th</sup> day of September, 2014.