

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 12, 2014

Item 3 News Release

Issued in Vancouver, B.C. on September 12, 2014 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital engaged a mining and resource industry consultant.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that Robin Phinney, P.Eng., of Okotoks, Alberta has been engaged by the Company as a mining and resource industry consultant.

Mr. Phinney has more than 30 years experience in all aspects of mine development and operation throughout North America. From 2007 until 2014, Mr. Phinney was the founder and CEO of Karnalyte Resources Inc. (KRN-T), which is developing an environmentally-friendly solution mining process to extract a carnallite-sylvite mineral deposit in Wynard, SK for high-grade potash and magnesium-oxide production. Mr. Phinney helped raise nearly \$130 million in private and public equity to take the project to its current construction ready stage, with approved environmental impact statement and all construction permits.

Mr. Phinney will be providing due diligence for Waterfront Capital's resource clients, as well as assisting us in developing all aspects of our business advisory practice, with a focus on the Alberta and Saskatchewan resource areas.

"Robin's hands-on experience in building world-class mining projects and his deep understanding of the resource industry and capital markets make him a huge asset for Waterfront Capital and our clients," said Douglas L. Mason, CEO of Waterfront Capital Corporation.

"I'm very much looking forward to working with the Waterfront team and leveraging off the very strong platform that they are building. I know from first-hand experience how hard it is to finance and support early stage ventures. Having worked in the past with Rick Peterson, Waterfront Capital's President, and meeting his colleagues, I can say that this team has everything it takes to help grow strong companies in the resource sector and to become an integral part of the success of the Canadian venture capital market over this next cycle," said Mr. Phinney.

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922-2030 or visit the Company's website at www.waterfrontcapitalcorp.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 12th day of September, 2014.