

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 18, 2014

**Item 3 News Release**

Issued in Vancouver, B.C. on September 18, 2014 and disseminated through the facilities of Market News and Stockwatch.

**Item 4 Summary of Material Change**

Waterfront Capital announces the engagement of new business advisory client.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Waterfront Capital announced that it has entered into an agreement, subject to regulatory approval, to provide retail capital markets and advisory services to CriticalControl Solutions Corp.

**About CriticalControl Solutions Corp.**

CriticalControl Solutions Corp. ("CriticalControl") is a data management technology solutions company which provides a North American integrated product offering of software, outsourced services and optimized business processes in two market segments: **Energy Services** (Oil & Gas industry) and **Service Bureau Services** (Government, Healthcare & Financial industries).

**About Waterfront Capital**

Waterfront Capital offers a full range of financial and communications services to growth companies in leading industry sectors. Waterfront Capital often serves as a company's strategic partner through the entire corporate "life-cycle", providing independent expertise and business advisory services in connection with venture capital markets, investor relations, initial public offerings and secondary financings, mergers and acquisitions, public market administration, as well as media and marketing advice. Waterfront Capital's professionals have extensive financing and operating experience and assist promising public and private companies that require infusions of capital, management and restructuring to realize the value and potential of their underlying business.

In connection with the advisory business services that are presently provided, Waterfront Capital is working towards expanding its business services to potentially include the distributions of exempt market securities, and in connection therewith, has made application to the British Columbia Securities Commission for registration as an "Exempt Market Dealer" in accordance with National Instrument 31-103 Registration Requirements and Exemptions ("NI 31-103").

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922-2030 or visit the Company's website at [www.waterfrontcapitalcorp.com](http://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 18<sup>th</sup> day of September, 2014.