

**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**

November 12, 2014

**Item 3 News Release**

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

**Item 4 Summary of Material Change**

Waterfront Capital engaged a corporate strategy advisor-Europe.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Waterfront Capital announced that, effective January 1, 2015, Claude Oberson of Oberson Capital Advisory Services of Lutry, Switzerland, has been engaged by the Company as Corporate Strategy Advisor-Europe.

"Mr. Oberson is a former colleague and associate who I hold in the highest esteem as one of the best institutional salesman I've ever worked with in North America or in Europe," said Rick Peterson, Waterfront Capital's President.

"He has a deep understanding of the Canadian capital markets, especially in the technology, energy and mining sectors, and a track record of financing and backing successful companies and CEOs. That, along with his strong network of European institutional and family wealth investors, makes him a powerful member of our team as we expand our advisory and financing services into the European market."

Mr. Oberson was Managing Director for BMO Capital Markets in Geneva and Zurich, Switzerland, from 2001 to 2011. Prior to that he was head of Continental European sales for Midland Walwyn Capital from 1991 to 2001 (including the period when Merrill Lynch took over the firm in 1997). From 1978 to 1993, he was with RBC Capital Markets in Lausanne, Switzerland, as Vice-President Sales.

"I'm very much looking forward to working with Rick and the entire Waterfront team in this new venture," said Mr. Oberson. "They have a very strong platform and a growing pipeline of excellent clients on both the advisory and financing fronts of their business."

"In my opinion, Waterfront Capital has a lean and focussed team of professionals that can move quickly to identify and help strong growth companies. There are a lot of synergies among us all, and I believe that we will see positive results from this arrangement in short order."

## **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 12<sup>th</sup> day of November, 2014.