

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 17, 2014

Item 3 News Release

Issued in Vancouver, B.C. on November 17, 2014 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital engaged a corporate strategy advisor.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that Ryan Atkins of Calgary, Alberta, has been engaged by the Company as Corporate Strategy Advisor.

"Ryan is going to be a real asset to our entire team. Based in Calgary, Ryan will play a pivotal role in helping expand our business throughout Alberta in the energy and real estate sectors. His professional background and hands-on operating experience in a number of areas will allow him to make a wide impact on all facets of our business," said Rick Peterson, President of Waterfront Capital.

Mr. Atkins is currently the Chief Financial Officer and Senior Legal Counsel for Holmes Communities, the land development subsidiary of the Mike Holmes Group of companies. He has over 20 years of international accounting, finance and legal experience in both Canada and the United States. Previously, Mr. Atkins was a founder and the Vice President - Finance, Chief Financial Officer and General Counsel of CASA Energy Services Corp., a private Calgary-based oilfield services company. He was also Chief Financial Officer and General Counsel of Albi Homes, a private Calgary-based luxury homebuilder, and a consultant to Amden Investments Ltd., a Calgary-based real estate development company.

Mr. Atkins was an Of Counsel Partner at the Heenan Blaikie law firm in Calgary and also worked for over five years as a merger and acquisitions and securities law attorney at the law firms of Morrison & Foerster LLP in San Francisco and Perkins Coie Brown & Bain LLP in Phoenix. He was also an accountant in the International Tax Services group with Price WaterhouseCoopers LLP in both its San Francisco and New York City offices.

Mr. Atkins has a Bachelor of Science degree in Business Management (Finance) from Brigham Young University, a Masters degree in Accounting (Tax) also from Brigham Young University and a Juris Doctor degree from New York University School of Law. Mr. Atkins also studied architecture in a graduate degree program.

"This is an exciting time to be joining the Waterfront Capital team. I believe they have a deep pool of talent across all aspects of the capital markets and the potential to deliver strong results for their clients and shareholders. I'm very much looking forward to helping leverage Waterfront's platform and take advantage of the tremendous business opportunities we will have together in Alberta and across Canada," said Mr. Atkins.

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

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 17th day of November, 2014.