

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 18, 2014

Item 3 News Release

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

Item 4 Summary of Material Change

Waterfront Capital entered into an agreement to provide capital markets and business advisory services to First Global Data Limited.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that it has entered into an agreement to provide capital markets and business advisory services to First Global Data Limited ("First Global") of Toronto, Ontario (Trading symbol: TSX-V: FGD www.firstglobaldata.com).

First Global is an international payments company whose services are designed primarily for the under-banked markets. Its primary services include money transfers (remittances), mobile and online payments, and mobile and online banking. First Global's network spans 97 countries, with the expansion to 112 countries expected by the end of 2014 and more than 54,000 distribution and payout locations globally.

"Through the power of our leading edge mobile and online payments technology, our business is one that touches millions of people who make payments and transfer funds to businesses and families all around the world," said Andre Itwaru, First Global's President and CEO. "First Global's platform is integrated with more than 200 banks around the world. Its objective is to be one of the top two online money remittance companies and the leading global provider of ubiquitous mobile money payment solutions", said Mr. Itwaru.

"First Global Data is an enormously interesting and compelling company, and one that we're looking forward to bringing to our extensive network of investment advisors, wealth managers and institutional account representatives" said Rick Peterson, President of Waterfront Capital.

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 18th day of November, 2014.