

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 19, 2014

Item 3 News Release

Issued in Vancouver, B.C. on November 19, 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 advisory services to Loyalist Group 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 advisory services to Loyalist Group Limited ("Loyalist") of Toronto, Ontario (LOY-V www.loyalistgroup.com).

Loyalist is an educational organization that is in the business of providing a multitude of educational services with an emphasis on teaching English as a Second Language, Professional Development and College Transfer Programs.

Loyalist provides academic instruction-in-class – primarily to students for whom English is not a first language. Programs are offered in a series of steps from basic to advanced, which include internship (co-op) opportunities and private counselling for greater and more focused improvement.

"We are very much looking forward to working with Waterfront Capital's impressive network of retail Investment Advisors across Canada," said Andrew Ryu, Loyalist's founder and CEO.

"We have a growth strategy focussed on strategic acquisitions and organic growth," said Mr. Ryu.

Loyalist owns and operates schools offering programs in Victoria, Vancouver, Burnaby, Surrey, Chilliwack, Abbotsford, Toronto and Halifax.

"Loyalist has an outstanding reputation for delivering high-quality educational programs and services and has quickly established itself as a leader in this very strong market," said Rick Peterson, Waterfront Capital's President.

“The company already has a strong following of institutional investors, with four investment dealers offering research and trading support. We’re very much looking forward to providing Loyalist with the opportunity to reach a new and broader base of retail investors across Canada,” said Mr. Peterson.

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 19th day of November, 2014.