

**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**

December 4, 2014

**Item 3 News Release**

Issued in Vancouver, B.C. on December 4, 2014 and disseminated through the facilities of Market News and Stockwatch.

**Item 4 Summary of Material Change**

Waterfront Capital announced that George Rubin has been engaged as a Corporate Strategy Advisor.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Waterfront Capital announced that George Rubin of North Vancouver, BC, has been engaged by the Company as Corporate Strategy Advisor.

"I'm thrilled to have George join our team and provide us with a strong and recognized international presence in both technology and investment banking circles in North America and in Europe," said Rick Peterson, Waterfront Capital's President.

"George has hands-on experience in building a successful technology company from start-up to IPO and has a wealth of knowledge and contacts that will be invaluable to our public company clients from both an operational and finance viewpoint. This is a huge endorsement for our platform and for Waterfront's ability to play a leading role in Canada's technology sector in the months and years ahead."

Mr. Rubin was co-founder, Vice President and subsequently President & CEO of Day4 Energy Inc., a Burnaby, BC based producer of solar panels. He was instrumental in developing Day4's strategic vision and directly responsible for execution of the corporate development plan, including growing company operations from research and development start-up in 2001, with a total staff of 5, through to 265 employees, annual sales of more than \$165 million and an annualized sales run rate of over \$230 million in under 10 years.

Mr. Rubin, a Chartered Financial Analyst with 5 years of corporate finance experience with two leading independent Canadian investment firms prior to joining Day4, was directly responsible for securing in excess of \$135 million in capital for Day4, including a \$100 million dollar Initial Public Offering of the company's shares on the Toronto Stock Exchange in December 2007.

"I'm very impressed by the platform at Waterfront Capital and the potential they have to provide meaningful support to many of Canada's leading technology companies," said Mr. Rubin, a graduate of Moscow State University with Masters Degree in Quantum Radio Physics, and a British Columbia Institute of Technology graduate with a Diploma in Financial Management and a Bachelor Degree in Accounting. "I'm very excited about the future for Waterfront Capital, and looking forward to joining their team," he said.

### **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 4<sup>th</sup> day of December, 2014.