

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 22, 2014

Item 3 News Release

Issued in Vancouver, B.C. on December 22, 2014 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital closed its non-brokered private placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that the Company has closed its non-brokered private placement (the "Private Placement").

The Company has raised \$206,204 by the issuance of 2,062,040 units (the "Units") at \$0.10 per Unit. Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of \$0.20. In connection with this Private Placement, finders' fees in the amount of \$7,500 were paid. All of the securities issued pursuant to the Private Placement are subject to a hold period expiring on April 20, 2015.

"Since our launch in January, 2014, we have built an advisory network of some 900 Investment Advisors across Canada and we are attracting a growing number of public company clients to Waterfront Capital," said Rick Peterson, President of Waterfront Capital. "With the completion of this financing, the Company is now poised to launch the Capital Markets division of its business, which is a very important milestone for us".

The Company intends to use the proceeds from the Private Placement for financing and expanding its business and capital markets advisory services and for general working capital purposes. 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 22nd day of December, 2014.