

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

January 6, 2015

Item 3 News Release

Issued in Vancouver, B.C. on January 6, 2015 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Strategic Capital Corporation approved as an Exempt Market Dealer.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that its wholly owned subsidiary, Waterfront Strategic Capital Corporation ("Waterfront Strategic") has received regulatory approval for registration as an Exempt Market Dealer ("EMD") in the Provinces of British Columbia, Alberta and Ontario, effective January 5, 2015.

"This approval is a very significant milestone for us since it allows Waterfront Strategic to establish a Capital Markets business platform and to distribute exempt market securities on behalf of our private and public company clients," said Rick Peterson, Waterfront Capital's President, and President & CEO of Waterfront Strategic.

An exempt market dealer may act as a dealer or underwriter for any securities which are prospectus exempt, and as a dealer for investment funds which are either prospectus qualified or prospectus exempt, provided these funds are sold to clients who qualify as exempt purchasers.

Mr. Peterson also indicated that the establishment of Waterfront Strategic's EMD registration and Capital Markets platform is a natural expansion of the services already offered by Waterfront Capital under its Business Advisory platform. Since January 2014, Waterfront Capital has been helping some of Canada's leading growth companies by introducing them to the more than 900 Investment Advisors in independent and bank-owned dealers across Canada.

"Many of our Business Advisory clients at Waterfront Capital will want to raise funds as their businesses grow. With Waterfront Strategic's EMD registration now in place, we will be able to help them raise capital with our strong network of accredited investors made up of retail, institutional and family wealth management clients in Canada and abroad," said Peterson.

About Waterfront Capital and Waterfront Strategic:

Waterfront Capital Corporation ("Waterfront Capital") and its wholly owned subsidiary, **Waterfront Strategic Capital Corporation** ("Waterfront Strategic"), offer Business Advisory and Capital Markets

services to numerous leading growth companies.

Waterfront Capital's Business Advisory platform offers a range of products and services designed to increase our clients' exposure and visibility within a network of more than 900 Investment Advisors in Canada's leading independent and bank-owned investment dealers.

Waterfront Strategic offers Capital Markets services by helping raise funds for our corporate clients from accredited retail, institutional and family wealth management clients in Canada and abroad.

Waterfront Strategic is registered as an Exempt Market Dealer in the Provinces of BC, Alberta and Ontario in accordance with National Instrument 31-103 Registration Requirements and Exemptions ("NI 31-103"). Exempt Market Dealers may act as a dealer or underwriter for any securities which are prospectus exempt, and as a dealer for investment funds which are either prospectus qualified or prospectus exempt provided these funds are sold to clients who qualify as exempt purchasers.

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 6th day of January, 2015.