

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

February 5, 2016

Item 3 News Release

Issued in West Vancouver, B.C. on February 5, 2016 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital Closes Balance of Non-Brokered Private Placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Further to the Company's news release of January 27, 2016, Waterfront Capital is pleased to report that the Company has issued an additional 1,000,000 units (the "Units") at \$0.05 per Unit for additional gross proceeds of \$50,000 under its non-brokered private placement (the "Private Placement"). As a result, the Company has raised an aggregate of \$220,000 by the issuance of 4,400,000 Units. 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 \$0.06. The initial 3,400,000 Units issued pursuant to the Private Placement are subject to a hold period expiring on May 27, 2016 and the additional 1,000,000 Units are subject to a hold period expiring on June 4, 2016.

The Company intends to use the proceeds from this Private Placement for general working capital purposes.

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922 2030.

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 5th day of February, 2016.