

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**

June 30, 2016

**Item 3 News Release**

Issued in West Vancouver, B.C. on June 30, 2016 and disseminated through the facilities of Market News and Stockwatch.

**Item 4 Summary of Material Change**

Waterfront Capital announces resignation of directors.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Waterfront Capital announces the resignations of Bruce Morley and Valerie Samson as directors of the Company, effective June 1, 2016. Mr. Morley will still continue to provide the Company with legal services through his law corporation, and similarly, Ms. Samson will continue to provide consulting services to Waterfront Capital through her consulting company. However, at this time, the Company wishes to thank Mr. Morley and Ms. Samson for their dedication and service as members of the Company's Board of Directors over many years.

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, corporate counsel for the Company, at (604) 922-2030.

**Item 9 Date of Report**

This report is dated the 30th day of June, 2016.