

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 28, 2017

Item 3 News Release

Issued in West Vancouver, B.C. on June 28, 2017 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Company received Notice to Transfer from Tier 2 to the NEX Board of the TSX Stock Exchange

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that it has received a letter, dated June 27, 2017, from the TSX Venture Exchange (the "Exchange") that indicates that the Exchange has determined that the Company does not meet the Exchange's Tier 2 Continued Listing Requirements ("CLR"). As a result, the Exchange has given the Company 90 days (to September 29, 2017) to submit documentation evidencing that it meets Tier 2 CLR. The Exchange has further indicated that if the Company is unable to file satisfactory documentation by the September 29, 2017 deadline, the Company will be transferred to the NEX Board of the Exchange.

In view of the above, and prior to the September 29, 2017 deadline, the Company intends to make submissions to the Exchange regarding the Company's Tier 2 CLR deficiencies.

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, or
Sead Hamzagic, CFO
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 28th day of June, 2017.