

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

September 15, 2017

Item 3 News Release

Issued in West Vancouver, B.C. on September 15, 2017 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital announced its non-brokered private placement and matters related to the NEX Board deadline extension granted by TSX Venture Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that, subject to regulatory approval, the Company intends to proceed with a non-brokered private placement to raise up to \$750,000 by the issuance of 15,000,000 units (the "Units") at \$0.05 per Unit (the "Private Placement"). Each Unit will consist 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 \$0.10. With respect to this private placement, the Company may pay finders' fees in the amount of 10% (payable in cash or Units), based on the sale of the Units purchased by subscribers introduced to the Company by such finders.

The Company intends to use the proceeds from this Private Placement for general working capital purposes and to investigate certain potential business opportunities.

In connection with the Private Placement (and further to the Company's news release of June 28, 2017), the TSX Venture Exchange (the "Exchange") has granted the Company a one month extension (to October 29, 2017) from being transferred to the NEX Board of the Exchange so that the Company can close the Private Placement. Further the Exchange has indicated to the Company that if it closes its financing by October 29, 2017, the Exchange will grant the Company an additional 90 day extension to resolve its remaining Tier 2 Continued Listing Requirement deficiency.

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, President & CEO
Telephone: (604) 922-2030

Further information may be obtained from Valerie Samson with Corporate Affairs or Bruce E. Morley, corporate counsel for the Company, at (604) 922-2030.

Item 9 Date of Report

This report is dated the 15th day of September, 2017.