

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 22, 2017

Item 3 News Release

Issued in West Vancouver, B.C. on September 22, 2017 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Waterfront Capital increased the size of its non-brokered private placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Further to its news release of September 15, 2017, the Company has increased the size of its non-brokered private placement to raise up to \$875,000 by the issuance of 17,500,000 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.

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 22nd day of September, 2017.