

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**

October 13, 2017

**Item 3 News Release**

Issued in West Vancouver, B.C. on October 13, 2017 and disseminated through the facilities of Market News and Stockwatch.

**Item 4 Summary of Material Change**

Waterfront Capital closed its non-brokered private placement.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Waterfront Capital announced that, further to its news releases dated September 15, 2017 and September 22, 2017, Waterfront has closed its non-brokered private placement (the "Private Placement"). The Company has raised gross proceeds of \$880,000 by the issuance of 17,600,000 units (the "Units") at a price of \$0.05 per Unit. 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 \$0.10. All of the securities issued pursuant to this Private Placement are subject to a hold period expiring on February 13, 2018. In connection with the closing of the Private Placement, the Company has paid a finder's fee of \$44,925 to Sutton Ventures LTD ("Sutton") in 718,800 Units and \$8,985 in cash, and a finder's fee of \$10,375 to PI Financial Corp. ("PI") in cash, being 10% of the gross proceeds raised by the Company from investors introduced to the Company by Sutton and PI.

Certain insiders of the Company have subscribed for Units pursuant to the private placement. The issuance of the Units to the insiders pursuant to the private placement (the "Insider Participation") will be considered to be a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 ("MI 61-101"). The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(1)(b) of MI 61-101 in respect of any Insider Participation.

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](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, 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 13th day of October, 2017.