

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 granted stock options to certain directors, officers, employees and consultants and engaged a consultant.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that in accordance with the terms of the Company's stock option plan, the Company has granted 2,940,000 incentive stock options to certain directors, officers, employees and consultants, at an exercise price of \$0.10 per share for a term of 5 years.

The Company is also pleased to announce that it has engaged Sutton Ventures LTD ("Sutton"), a business advisory firm, to assist Waterfront in its efforts to investigate potential business opportunities. Brayden Sutton, Managing Partner, has extensive experience in equity analysis and financing, and for the past 14 years has specialized in due diligence, financial re-structuring and sourcing early-stage, high-growth opportunities. Waterfront will grant Sutton 850,000 incentive stock options at an exercise price of \$0.10 for services for this engagement.

Douglas Mason, the President and Chief Executive Officer of the Company ("Mason") announces that through his wholly-owned company, Criterion Capital Corporation, he has acquired ownership of 2,150,000 units (the "Units") of the Company at a price of \$0.05 per Unit, for total consideration of \$107,500, pursuant to a private placement transaction. The Units are comprised of 2,150,000 common shares (the "Shares") in the capital of the Company and share purchase warrants entitling Mason to purchase an additional 2,150,000 Shares until October 13, 2019 at a price of \$0.10 per Share. The acquisition of the Shares by Mason represents approximately 5.68% of the Company's issued and outstanding Shares. In addition, Mason was granted stock options (the "Options") for the purchase of 850,000 Shares, at a price of \$0.10 per Share until October 13, 2022. Mason now holds 3,236,556 Shares of the Company representing approximately 8.54% of the outstanding Shares of the Company on a non-diluted basis. Mason also holds 3,150,000 common share purchase warrants and 1,130,000 Options to purchase Shares of the Company, that, if exercised in full, would result in Mason holding 7,516,556 Shares of the Company, or approximately 17.83% of the Company's then issued and outstanding Shares, assuming no other Shares of the Company are issued. Mason acquired ownership of the Units and Options for investment purposes and may from time to time, increase or decrease his ownership position in the future in the market or privately as circumstances warrant. A copy of the early warning report filed by Mason in connection with the acquisition of the Units and

Options is available on the SEDAR website at www.sedar.com or by contacting the Company at 604-922-2030.

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 13th day of October, 2017.