

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 16, 2017

Item 3 News Release

Issued in West Vancouver, B.C. on October 16, 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.

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 75,000 incentive stock options to certain directors, officers, employees and consultants, at an exercise price of \$0.125 per share for a term of 5 years.

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 16th day of October, 2017.