

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

February 2, 2018

Item 3 News Release

Issued in West Vancouver, B.C. on February 2, 2018 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Extension granted to Waterfront Capital to meet Tier 2 Continuing Listing Requirements of the TSX Venture Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Further to its news releases of June 28 and September 15, 2017, Waterfront Capital Corporation (the "Company" or "Waterfront Capital") is pleased to announce that the TSX Venture Exchange (the "Exchange") has granted the Company an additional 60 day extension (to March 31, 2018) to address the Company's one remaining Tier 2 Continued Listing Requirement ("CLR"), being the Activity criteria.

The Company intends to use the proceeds that it raised from its recently completed private placement (see news release dated October 13, 2017) and the funding proceeds that it recently received through the exercise of certain previously issued share purchase warrants (see news release dated January 24, 2018) to continue its investigation and due diligence of certain potential business opportunities that the Company believes will address the Activity criteria of the Tier 2 CLR requirements.

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 2nd day of February, 2018.