

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

November 15, 2018

Item 3 News Release

Issued in West Vancouver, B.C. on November 15, 2018 and disseminated through the facilities of Stockwatch and Market News.

Item 4 Summary of Material Change

Waterfront Capital Corporation announces Director appointment.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital Corporation is pleased to announce that Mr. Brayden Sutton has been appointed as a Director of the Company.

Brayden Sutton has been a successful entrepreneur and an active investor in the capital markets for over 15 years. Brayden operates a wholly-owned merchant bank and has deployed over \$100 million dollars into the cannabis sector dating back to 2013. As well, he co-founded and served as the Executive Vice President for Supreme Pharmaceuticals, now called The Supreme Cannabis Company Inc. (TSXV: FIRE), and in 2015 became Director of Business Development for Aurora Cannabis Inc. (TSX: ACB & NYSE: ACB). Brayden has had notable success finding quality companies and teams early, and he has been on the forefront of many large transactions in the cannabis space. Brayden is also the founder of Cannabis Health Sciences Inc. and the Cannabis Health Journal, which made its debut in 1999. He is now the President and CEO of 1933 Industries Inc. (CSE: TGIF), which owns and operates the very first licensed cannabis cultivation and processing facility in Las Vegas, Nevada.

Mr. Douglas Mason, Chief Executive Officer, states "Brayden has the credentials and the vision to lead the Company forward and to manage potential new business opportunities and to raise capital to support such plans. I look forward to working with Brayden to help guide Waterfront Capital's future."

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922 2030.

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 15th day of November, 2018.