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

January 4, 2019

Item 3   News Release

Issued in West Vancouver, B.C. on January 4, 2019 and disseminated through the facilities of Stockwatch and Market News.

Item 4   Summary of Material Change

Waterfront Capital Corporation announces additional Director appointment.

Item 5   Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that Mr. Corey Larricq has been appointed as a Director of the Company.

Corey Larricq is a seasoned entrepreneur and business owner and brings years of expertise in business operations, management and business evaluation to the Waterfront Capital Board. As well, Mr. Larricq is an investor and active in the capital markets.

Mr. Douglas Mason, Chief Executive Officer, states "We welcome Corey's years of business experience to the Waterfront Capital Board and I look forward to working with Corey as we pursue new business opportunities for the Company."

For further information, contact 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 4th day of January, 2019.