

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

March 18, 2019

Item 3 News Release

Issued in West Vancouver, B.C. on March 18, 2019 and disseminated through the facilities of Stockwatch and Market News.

Item 4 Summary of Material Change

Waterfront Capital Announces Letter of Intent for Reverse Takeover with Whistler Water.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that the Company has entered into a letter of intent (the "LOI") dated March 5, 2019 with Whistler Water Inc. ("Whistler Water") providing for the reverse takeover of the Company by Whistler Water (the "Transaction"). The Transaction is an arm's length transaction. It is anticipated that following the Transaction the resulting entity (the "Resulting Entity") will be reclassified as a Tier 1 industrial issuer on the TSX Venture Exchange (the "Exchange").

Following completion of the proposed Transaction, the Resulting Entity will hold all of the assets and continue the business of Whistler Water under the same operating management.

About Whistler Water

Founded in 1991, Whistler Water has produced award winning, 100% pure Canadian glacial spring water for over 25 years. Whistler Water is available in convenient sizes from single serve bottles through 4 Litre bulk water offerings. Whistler Water products, characterized by naturally occurring neutral pH of 7.2, zero turbidity and low deuterium content, are produced under strict quality control systems that guarantee the water stays that way from source to bottle. Whistler Water's team of experts and state-of-the-art production line based in Burnaby, British Columbia ensures that Whistler Water consistently and efficiently produces the best water. Products can be purchased in store or through Whistler Water's delivery system on [Amazon.ca/Amazon.com](https://www.amazon.ca) in Canada and the United States. The Whistler Water team of dedicated glacial water enthusiasts is passionate about providing the world's most pristine glacial water and contributing to the health of all people.

In addition to the sales of its own Whistler Water products, Whistler Water also currently generates revenues from its private label and co-packing business with a number of leading retailers and brands.

The Transaction

The LOI provides that the Company and Whistler Water will negotiate and enter into a definitive

agreement respecting the Transaction (the “Definitive Agreement”), pursuant to which Waterfront Capital will acquire all of the issued and outstanding shares of Whistler Water in exchange for such number of common shares of Waterfront Capital as is based on a third party valuation of Whistler Water to be conducted shortly (the “Valuation”). The common shares of the Resulting Entity will therefore be principally owned by the existing shareholders of Whistler Water.

In connection with the Transaction, Waterfront Capital also intends to complete a concurrent equity financing (the “Financing”) on a best efforts basis for gross proceeds of up to \$4,000,000. The proceeds from the Financing will be used to expand Whistler Water’s business and for key hirings, facility upgrades and for working capital purposes.

Closing of the Transaction will be subject to the following conditions:

- (a) entry into of the Definitive Agreement;
- (b) completion of satisfactory due diligence by each of Waterfront Capital and Whistler Water;
- (c) approval of the Waterfront Capital shareholders, if required (see below), together with any requisite minority shareholder approvals;
- (d) receipt of an independent formal valuation report supporting the Valuation;
- (e) closing of the Financing;
- (f) satisfaction of all initial listing requirements of the Exchange and all related requirements under the policies of the Exchange;
- (g) receipt of all required regulatory approvals, consents, permits, waivers, exemptions and orders; and
- (h) no breach of the obligations under the LOI or the Definitive Agreement.

A finder’s fee of 500,000 common shares of Waterfront Capital will be paid to an arm’s length party for introducing Whistler Water and Waterfront Capital. Payment of the fee will be subject to completion of the Transaction.

Principals and Insiders of Resulting Entity

Herbert Q. He, CEO and Director of Resulting Entity and CEO of Whistler Water

Herbert He, the current CEO of Whistler Water, will serve as CEO and a director of the Resulting Entity following the Transaction. Mr. He is a graduate from the Beijing Foreign Studies University in China in the 1980s and a law school graduate from the University of Windsor in Canada in the 1990s. As a licensed lawyer in China and Ontario, Canada, Mr. He has practiced business and commercial law and helped run business corporations in both countries. Mr. He was a founding Senior Vice President and board member of what is now China’s largest private education company, with a multi-billion-dollar market cap on NYSE.

The composition of the remainder of the Resulting Entity’s board and senior leadership team will be determined at a later date and included in a subsequent news release.

Shareholder Approval

The Transaction is not a Related Party Transaction (as defined in the rules and policies of the Exchange), no circumstances exist which may compromise the independence of Waterfront Capital or the interested parties (in particular, Waterfront Capital’s directors and senior officers) with respect to the Transaction, no aspect of the Transaction requires the approval of shareholders of Waterfront Capital under applicable corporation and securities legislation, the Company is without active operations and is listed on the NEX board of the Exchange, and the common shares of Waterfront Capital will resume trading on completion of the Transaction. As such, subject to the consent of the Exchange, Waterfront Capital will not seek shareholder approval to complete the Transaction. Furthermore, Waterfront Capital intends to apply for an exemption from the sponsorship requirements; however, there is no assurance that Waterfront Capital will obtain this exemption.

Trading in the Company’s shares will remain halted throughout the Transaction and the Company will

issue further press releases regarding the Transaction as information becomes available.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Waterfront Capital should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

The securities of Waterfront Capital have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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 18th day of March, 2019.