

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

August 2, 2019

Item 3 News Release

Issued in West Vancouver, B.C. on August 2, 2019 and disseminated through the facilities of Stockwatch and Market News.

Item 4 Summary of Material Change

Waterfront Capital Announces Director Changes.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Waterfront Capital announced that Joshua Taylor has been appointed as a Director of the Company.

Mr. Taylor is an accomplished sales professional and successful entrepreneur in the legal cannabis space with several years' experience in business development within the consumer packaged goods and pharmaceutical industries who is currently the Director of Business Development with 1933 Industries. With sales, marketing and business development roles for Red Bull's exclusive distributor, PurBrands Inc., the pharmaceutical industry and with one of the fastest growing natural food CPG companies, Josh brings a wealth of hands on expertise to Waterfront Capital. Josh is a former NCAA student-athlete and professional golfer.

Mr. Douglas Mason, Chief Executive Officer, states "The knowledge and expertise that Josh brings to Waterfront Capital further strengthens us in our pursuit of new business opportunities for the Company. I look forward to working with Josh to help guide Waterfront Capital's future."

The Company also announces the resignation of Joseph Bleackley as a director. Waterfront Capital wishes to thank Mr. Bleackley for his contributions and service as a member of the Company's Board of Directors.

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 2nd day of August, 2019.