

WATERFRONT CAPITAL CORPORATION

2489 Bellevue Avenue
West Vancouver, BC
V7V 1E1

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Waterfront Capital Corporation (the “**Company**”) will be held at the offices of Armstrong Simpson, located at Suite 2080-777 Hornby Street, Vancouver, British Columbia on Thursday, March 26, 2020 at 10:00 a.m. At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2018, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors at three;
2. elect directors for the ensuing year;
3. appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. confirm the Company’s existing stock option plan, as required annually by the policies of the TSX Venture Exchange; and
5. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on Tuesday, March 24, 2020 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on February 19, 2020 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 19th day of February, 2020.

ON BEHALF OF THE BOARD

(signed) “*Brayden R. Sutton*”

Brayden R. Sutton
Chief Executive Officer