

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 53-901F
(Previously Form 27)

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)**

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

Every report required to be filed under section 85(1) of the *Securities Act* (the "Act") shall be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

1 Reporting Issuer

WATERFRONT CAPITAL CORPORATION
2489 Bellevue Avenue
West Vancouver, British Columbia
V7V 1E1

Telephone (604) 922-2030

(the "Issuer")

2 Date of Material Change

March 4, 2002

3 Press Release

Issued in Vancouver, under Section 85 (1) of the Act, on March 4, 2002 and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Issuer announced the closing of a private placement.

5 Full Description of Material Change

The Issuer announced that it has closed its previously announced private placement as to 1,083,333 Units at a price of \$0.06. Each Unit consists of one share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at a price of \$0.10 for one year. The common shares and any shares to be issued on the conversion of the share purchase warrants are subject to a hold period expiring February 28, 2003.

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Douglas L. Mason, President and Chief Executive Officer
Sharon E. Constable, Secretary
Further information may be obtained from Douglas L. Mason, President of the Issuer, 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030.

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9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 5th, day of March, 2002.

WATERFRONT CAPITAL CORPORATION

Signed: "Sharon E. Constable"

Signature

Secretary

(Official capacity - please print)

Sharon E. Constable

*(Please print here name of individual whose signature appears
above, if different from name of vendor or agent printed above)*

THIS IS THE FORM OF A MATERIAL CHANGE REPORT REQUIRED UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)