

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 From 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 "Company")

2 Date of Material Change

April 11, 2007

3 Press Release

Issued in West Vancouver, B.C. on April 11, 2007 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company intends to increase the size of its private placement offering.

5 Full Description of Material Change

In its news release dated March 6, 2007, the Company announced that it intended to proceed with a non-brokered private placement to raise up to \$96,000 by the issuance of 600,000 units at \$0.16 per unit (the "Units"). The Company has now decided to increase the size of its private placement offering. As a result, the Company is pleased to announce that, subject to regulatory approval, it intends to raise up to \$256,000 by the issuance of 1,600,000 units at \$0.16 per unit (the "Units"). Each Unit will consist of one common share and one common share purchase warrant, with each warrant entitling the holder to purchase an additional common share at a price of \$0.21 for a period of one year from the closing date.

With respect to this Private Placement, the Company may pay a finder's fee in the amount of 7% of the Units sold and issue warrants entitling the holder to purchase that number of common shares as is equal to 10% of the number of Units purchased by subscribers introduced to the Company by such finders.

The proceeds from this Private Placement will be used for investment and general working capital purposes.

For further information, contact Mr. Clive Shallow, investor communication, at 604-922-2030.

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
Bruce E. Morley, Director

Further information may be obtained from Douglas L. Mason, President, Bruce E. Morley, director of the Company, 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 11th day of April, 2007.

WATERFRONT CAPITAL CORPORATION

"Bruce E. Morley"

Signature

Director

(Official capacity - please print)

Bruce E. Morley

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

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