

Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer information

Item 1: Issuer name and contact information

Waterfront Capital Corporation (“ Issuer ”)	
Name of Issuer	
2489 Bellevue Avenue, West Vancouver, British Columbia V7V 1E1	
Address	
Telephone: 604 922-2030	
n/a	vsamson@waterfrontgroup.com
Website Address	E-mail Address

Item 2: Reporting issuer status

The Issuer is a reporting issuer in each of British Columbia and Alberta.

Item 3: Issuer’s industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|--|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input checked="" type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
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Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution
N/A			

Details of distribution

Item 5: Distribution date

The securities were distributed on January 26, 2016 and February 3, 2016

Item 6: Number and type of securities

For each security distributed:

(a) **Describe the type of security:**

Units (the “Units”).

(b) **State the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date:**

The Issuer issued 4,400,000 Units at a price of \$0.05 per Unit. Each Unit consists of one common shares and one common share purchase warrant. Each warrant will entitle the holder thereof to purchase an additional common share of the Issuer at an exercise price of \$0.06 per common share for a period of two years.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security	Total dollar value raised from purchasers in the jurisdiction
British Columbia	5	\$0.05	\$220,000
Total number of Purchasers	5		
Total dollar value of distribution in all jurisdictions (CDN\$)			\$220,000

Item 8: Information about purchasers

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Criterion Capital Corporation 2489 Bellevue Avenue West Vancouver, BC V7V 1E1 (604) 922-2030 Attn: Douglas Mason	I	1,000,000 Units	\$50,000	S2.5 of NI45-106	2016-01-26
Bruce E. Morley Law Corporation 5449 West Vista Court West Vancouver, BC V7W 3G8 (604) 921-0733 Attn: Bruce Morley	I	800,000 Units	\$40,000	S2.5 of NI45-106	2016-01-26
Hazmagic Holdings Inc. 15661 82A Avenue Surrey, BC V4N 0S3 (604) 318-3676 Attn: Sead Hazmagic	I	800,000 Units	\$40,000	S2.5 of NI45-106	2016-01-26
DSN Investments Inc. 1-7898 North Fraser Way Burnaby, BC V5J 0C7 (604) 255-9476 Attn: A. Tuck	-	1,000,000 Units	\$50,000	S2.5 of NI45-106	2016-02-03

Commissions and finder's fees

Item 9: Commissions and finder's fees

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A						

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: February 3, 2016

Waterfront Capital Corporation

Name of Issuer (please print)

Douglas Mason, President and CEO, 604-922-2030

Print name, title and telephone number of person signing

/s/Douglas Mason

Signature

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

N/A

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581