

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 *Name and Address of Company*

Fundamental Applications Corp. (the “**Company**”)
242 - 515 West Pender Street, Vancouver, British Columbia V6B 6H5

Item 2 *Date of Material Change*

November 10, 2014

Item 3 *News Release*

A news release was issued and disseminated on November 10, 2014 and filed with SEDAR and the Canadian Securities Exchange on November 12, 2014.

Item 4 *Summary of Material Change(s)*

The Company is pleased to announce the appointment of Mr. Julian Ing as a director. Mr. Ing is the Co-Founder of the Serum™ Application and has been the chief architect since its inception. He has been developing and refining Serum™ since this space emerged in late 2013. With the appointment of Mr. Ing as a director, the company announces the resignation of current director, Arni Johannson, from the board.

In addition, Fundamental is also pleased to announce a re-pricing on a previously announced non-brokered private placement to raise up to \$800,000 and announces an updated private placement to raise up to \$750,000 (the “Offering”) of up to 2,500,000 units (the “Units”) at a price of \$0.30 per Unit. Each Unit will consist of one common share and one warrant exercisable to purchase one additional common share of Fundamental at a price of \$0.75 per share for 12 months. Fundamental will be issuing 41,666 additional Units to the investors who subscribed under the initial tranche closing of the Offering to reflect the new price. Fundamental is continuing to raise funds for the balance of the Offering. All securities issued under the private placement are subject to a four-month hold period.

In connection with the initial tranche closing of the Offering, a finder’s fee was paid equal to 7% in cash and share purchase warrants to buy common shares for 12 months equal to 7% of the number of shares issued under the Offering. Fundamental will be issuing 1,250 additional finder warrants in connection with the initial tranche of the Offering to reflect the re-pricing.

Item 5 *Full Description of Material Change*

5.1 *Full Description of Material Change*

See news release attached as Schedule “A”.

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 omitted on the basis that it is confidential information.

Item 8 *Executive Officer*

Justin Rasekh, President, CEO and Director
778.998.4235 or Justin@funappcorp.com

Item 9 *Date of Report*

November 12, 2014

SCHEDULE "A"



242 – 515 West Pender Street
Vancouver, BC V6B 6H5

FUNDAMENTAL APPLICATIONS ANNOUNCES MANAGEMENT CHANGE AND PROVIDES FINANCING UPDATE

Vancouver, B.C. – (November 10, 2014) Fundamental is pleased to announce the appointment of Mr. Julian Ing as a director. Mr. Ing is the Co-Founder of the Serum™ Application and has been the chief architect since its inception. He has been developing and refining Serum™ since this space emerged in late 2013.

Mr. Ing launched his first high tech start-up by the age of 23 and sold it to a global publisher within 3 years. He then went on to start two interactive advertising agencies and sold one of them, Giant Interactive, 7 years later. Julian launched Eruptive Games in 2010, with the premier title being "Kaboom", which impacted the social gaming space with industry changing game play and titles earning accolades from companies such as Facebook and Zynga.

"We could not be happier to have Julian join the team. His proven ability to launch and develop technology companies speaks for itself. We look forward to creating significant shareholder value as we grow the user base and bring new features forward," adds CEO Justin Rasekh.

With the appointment of Mr. Ing as a director, the company announces the resignation of current director, Arni Johannson, from the board. "It's been a pleasure to watch the collaboration with Mr. Ing's team and witness the development of Serum™ from the very beginning. As the application is nearing its live launch, management's focus will shift from development to marketing. This marks an excellent transition point for me to step aside and make way for the growth of the company at the board level," stated Arni Johannson.

In addition, Fundamental is also pleased to announce a re-pricing on a previously announced non-brokered private placement to raise up to \$800,000 and announces an updated private placement to raise up to \$750,000 (the "Offering") of up to 2,500,000 units (the "Units") at a price of \$0.30 per Unit. Each Unit will consist of one common share and one warrant exercisable to purchase one additional common share of Fundamental at a price of \$0.75 per share for 12 months. Fundamental will be issuing 41,666 additional Units to the investors who subscribed under the initial tranche closing of the Offering to reflect the new price. Fundamental is continuing to raise funds for the balance of the Offering. All securities issued under the private placement are subject to a four-month hold period.

In connection with the initial tranche closing of the Offering, a finder's fee was paid equal to 7% in cash and share purchase warrants to buy common shares for 12 months equal to 7% of the number of shares issued under the Offering. Fundamental will be issuing 1,250 additional finder warrants in connection with the initial tranche of the Offering to reflect the re-pricing.

Justin Rasekh comments "We feel this re-pricing better reflects current market conditions from when we first started this funding round. We want to assure our shareholders that we are very cognizant of what the market has just gone through and we are prepared to work through these conditions."

About Fundamental

Fundamental Applications Corp. was founded in 2014 to launch innovative mobile applications targeted at millennials. Millennials are described as a demographic born between 1980 and 2000 into a digital world with significant discretionary income. Fundamental intends to launch their first application, Serum™, in the fall of 2014. Serum™ is an innovative and unique mobile chat application which enables users to post questions and have text conversations with a group of their friends anonymously; nobody involved in the conversation is aware of who in the group is responding. Serum™ also provides control to the users over conversations they initiate, such as adding or removing participants. Serum™ goes beyond existing applications such as Whisper and Secret, which only allow for one-way conversations, by creating an interactive way of sharing. Serum™ also goes above and beyond in terms of implementing protocols for anti-bullying. Fundamental intends to launch additional apps targeting privacy, anonymity and chat.

Further information about the Fundamental is available under its profile on the SEDAR website www.sedar.com and on the CSE website www.thecse.com.

For further information on Fundamental, please contact:

Justin Rasekh
President & Chief Executive Officer
Telephone 778.998.4235
Email: justin@funappcorp.com

Forward-Looking Information:

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of Fundamental. Forward-looking information is based on certain key expectations and assumptions made by the management of Fundamental. Although Fundamental believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Fundamental can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. Fundamental disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.