

Form 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Name of CSE Issuer: **Fundamental Applications Corp. (the "Issuer")**

Trading Symbol: **FUN**

Date: **October 29, 2014**

Is this an updating or amending Notice: **Yes** **No**

If yes, provide date(s) of prior Notices: **N/A**

Issued & Outstanding Securities of Issuer Prior to Issuance: **14,096,000**

Date of News Release Announcing Private Placement: **October 30, 2014**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.40**

1. Private Placement – First Tranche

Full Name & Residential Address of Placee (City & Province)	No. of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (CDN\$)	Prospectus Exemption	No. of Shares, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
Clint Barr	25,000	0.40	N/A	NI 45-106 s.2.3	-	Oct. 29/14	-
Paul G. Daly	20,000	0.40	N/A	NI 45-106 s.2.3	-	Oct. 29/14	-
G-6 Transport Ltd.	5,000	0.40	N/A	NI 45-106 s.2.3	-	Oct. 29/14	-
Robert E. Havlik	12,500	0.40	N/A	NI 45-106 s.2.3	-	Oct. 29/14	-
Our World Holdings Ltd.	22,500	0.40	N/A	NI 45-106 s.2.3	-	Oct. 29/14	-
Randall A. Penney	10,000	0.40	N/A	NI 45-106 s.2.3	-	Oct. 29/14	-
Jeffrey Scott	30,000	0.40	N/A	NI 45-106 s.2.3	-	Oct. 29/14	-
TOTAL	125,000						

1. Total amount of funds to be raised: **up to CDN\$800,000 of which \$50,000 has been raised by the First Tranche**

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **The proceeds will be applied to general working capital.**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **If applicable, TO FOLLOW in the Form 9 Notice of Proposed Issuance to be filed on closing.**
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **If applicable, TO FOLLOW in the Form 9 Notice of Proposed Issuance to be filed on closing.**
5. Description of securities to be issued:
 - (a) Class: **Units, each Unit comprised of 1 Common Share and 1 Warrant**
 - (b) Number: **125,000**
 - (c) Price per security: **\$0.40 per Unit**
 - (d) Voting rights: **Yes, but only as to the Common Shares comprising the Units and the Common Shares issuable upon exercise of the Warrants**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: **125,000 Warrants**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **125,000 Common Shares**
 - (c) Exercise price: **\$0.75 per Common Share**
 - (d) Expiry date: **12 months from date of issuance of the Warrants**
7. Provide the following information if debt securities are to be issued: **If applicable – TO FOLLOW in the Form 9 Notice of Proposed Issuance to be filed on closing.**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
 - (b) Cash: **7%**
 - (c) Securities: **7% Warrants**
 - (d) Other: _____
 - (e) Expiry date of any options, warrants etc.: **12 months**
 - (f) Exercise price of any options, warrants etc.: **\$0.40 per Common Share**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship.
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
Not applicable.
11. State whether the private placement will result in a change of control. **Not applicable.**
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders: **Not applicable.**
13. Each purchaser has been advised of the applicable securities legislation restriction or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. **Acquisition**

Not applicable.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CSE Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated: **October 29, 2014**

“Justin Rasekh”

JUSTIN RASEKH

President & Chief Executive Officer