



ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Thursday, January 7, 2016

NOTICE OF MEETING

AND

INFORMATION CIRCULAR

fundamental

APPLICATIONS CORP

515 W. Pender Street, Suite 242, Vancouver, BC, V6B 6H5

www.FunAppCorp.com

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of Fundamental Applications Corp. (the “**Company**”) will be held at Suite 242, 515 West Pender Street, Vancouver, British Columbia, on Thursday, January 7, 2016, at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended June 30, 2015, together with the report of the auditors thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint Dale Matheson Carr-Hilton LaBonte LLP (DMCL), Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company’s existing Stock Option Plan, as more particularly described in the accompanying Information Circular;
5. to consider and, if thought fit, to pass a special resolution approving and authorizing an alteration of the Company’s Articles to include an advance notice provision, relating to the nomination of directors for election at shareholder meetings, as more particularly described in the accompanying Information Circular;
6. to consider and, if thought fit, to pass a special resolution approving and authorizing amendments to the Company’s Articles, as more particularly described in the accompanying Information Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by an Information Circular (the “**Circular**”), either a form of proxy for registered shareholders or a voting instruction form for beneficial (non-registered) shareholders and a Financial Statement Request Form. Please review the accompanying Circular before voting as it contains important information about the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting in person are requested to read the information on the enclosed form of proxy or voting instruction form and vote by telephone, on the internet or by completing and returning the enclosed form of proxy or voting instruction form in accordance with the instructions set out therein.

A registered shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with the Company’s transfer agent and registrar, Computershare Investor Services Inc., by 10:00 a.m. (Pacific Time) on January 5, 2016, or no later than

48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

If you are a beneficial (non-registered) shareholder receiving these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary.

The record date for the determination of those shareholders entitled to receive the Notice of, and to vote at, the Meeting and any adjournment or postponement, is the close of business on December 3, 2015.

We value your opinion and participation in the Meeting as a shareholder of Fundamental Applications Corp.

DATED at Vancouver, British Columbia, this 3rd day of December, 2015.

By Order of the Board of Directors

“Richard Whitehead”

Richard Whitehead
Chief Executive Officer and Director

FUNDAMENTAL APPLICATIONS CORP.
Suite 242, 515 West Pender Street
Vancouver, British Columbia, V6B 6H5, Canada

INFORMATION CIRCULAR

This Information Circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the management of **FUNDAMENTAL APPLICATIONS CORP.** (the “**Company**”) for use at the Annual General and Special Meeting of the shareholders of the Company (the “**Meeting**”) to be held on Thursday, January 7, 2016, at the Company’s executive office located at Suite 242, 515 West Pender Street, Vancouver, British Columbia, Canada, at 10:00 a.m. (Pacific Time) and any adjournments thereof for the purpose set forth in the enclosed Notice of Annual General and Special Meeting (the “**Notice of Meeting**”).

The information contained in this Circular, unless otherwise indicated, is as of December 3, 2015.

SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail but may also be solicited personally or by telephone, or electronic means of communication by the directors, officers and employees of the Company. The Company will bear all costs of such solicitation.

We have arranged for intermediaries to forward Meeting materials to beneficial owners of the common shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

DISTRIBUTION OF MEETING MATERIALS

This Circular and related Meeting materials are being sent directly to both registered and non-objecting beneficial owners of common shares of the Company in accordance with National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”)*. Further, as the Company does not intend to pay proximate intermediaries to send the Meeting materials to objecting beneficial owners of common shares of the Company, also in accordance with NI 54-101 and Form 54-101F7, *Request for Voting Instructions Made by Intermediary*, objecting beneficial owners will not receive the materials unless the objecting beneficial owners’ intermediaries assume the cost of delivery.

If you are a non-objecting beneficial owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the appropriate voting instruction form.

You may receive multiple packages of Meeting materials if you hold common shares through more than one broker, intermediary, trustee or other nominee (each, an “**Intermediary**”), or if you are both a registered shareholder and a non-registered shareholder for different shareholdings. You should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired,

separately for each shareholding to ensure that all the common shares from your various shareholdings are represented and voted at the Meeting.

APPOINTMENT OF PROXYHOLDER

The persons named as proxyholders to represent registered shareholders at the Meeting are Richard Whitehead, Chief Executive Officer and a director of the Company, and Alexander Helmel, Interim Chief Financial Officer and a director of the Company.

A shareholder wishing to appoint some other person or company (who need not be a shareholder) to represent him or her at the Meeting has the right to do so, either by inserting such person's or company's name in the blank space provided in the Form of Proxy or by completing another Form of Proxy. Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's common shares are to be voted. In any case, the Form of Proxy should be dated and executed by the shareholder or his/her attorney authorized in writing, or if the shareholder is a company, under its corporate seal, or by an officer or attorney thereof duly authorized.

Similar procedures should be followed by a non-registered shareholder with respect to the completion of a Voting Instruction Form ("**VIF**") provided by such shareholder's Intermediary, although the shareholder should read the instructions on his or her VIF and, if necessary, confirm the instructions with his or her Intermediary. If a non-registered shareholder wishes to attend the Meeting to vote in person, the shareholder must instruct the Intermediary to appoint him or her as a proxyholder.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed, signed and dated form of proxy is delivered to the office of Computershare Investor Services Inc. ("**Computershare**") by mail or by hand at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting.

REVOCAION OF PROXIES

Shareholders may revoke their proxies or voting instructions as follows. Proxies of registered shareholders submitted by mail, telephone or through the Internet using a Form of Proxy may be revoked by submitting a new proxy to Computershare by mail or by hand at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, or one business day before any adjournment of the Meeting. Alternatively, a registered shareholder who wishes to revoke a proxy may do so by depositing an instrument in writing addressed to the attention of the Chief Executive Officer and executed by the shareholder or by the shareholder's attorney authorized in writing. Such an instrument must be deposited at the registered office of the Company, located at Suite 242, 515 West Pender Street, Vancouver, British Columbia, V6B 6H5, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used. On the day of the Meeting or any adjournment thereof, a registered shareholder may revoke a proxy by depositing such an instrument in writing with the Chairman of the Meeting; however, it will not be effective with respect to any matter on which a vote has already been cast. In addition, a proxy may be revoked by any other manner permitted by law.

Non-registered shareholders should contact the Intermediary through which they hold common shares in order to obtain instructions regarding the procedures for the revocation of any voting instructions that they previously provided to their Intermediary.

VOTING OF PROXIES

The persons named in the enclosed Form of Proxy have indicated their willingness to represent, as proxyholders, the shareholders who appoint them. Each shareholder may instruct his or her proxyholder how to vote his or her common shares by completing the blanks in the Form of Proxy.

Common shares represented by properly executed proxy forms in favour of the persons designated on the enclosed Form of Proxy will be voted or withheld from voting on any poll in accordance with instructions made on the Form of Proxy, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's common shares shall be voted accordingly. **In the absence of such instructions, the management designees, if named as proxy, will vote in favour of all matters set out thereon.**

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the time of printing this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

VOTING BY NON-REGISTERED SHAREHOLDERS (BENEFICIAL SHAREHOLDERS)

The information in this section is important to many shareholders as a substantial number of shareholders do not hold their common shares in their own name.

Shareholders who hold common shares through an Intermediary (collectively, "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the share register of the Company may be recognized and acted upon at the Meeting. If the Company's common shares are shown on an account statement provided to a Beneficial Shareholder by an Intermediary, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the share register of the Company. Such shares will most likely be registered in the name of the Intermediary. In Canada, the vast majority of such shares will be registered in the name of "**CDS & Co.**", the registration name of The Canadian Depository for Securities Limited, which acts as a nominee for many brokerage firms. Such shares can only be voted by Intermediaries in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their Intermediary with this Circular and ensure that they direct the voting of their common shares in accordance with those instructions.**

Applicable regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Each Intermediary has its own mailing procedures and provides its own return instructions to clients. The purpose of the Form of Proxy or VIF provided to a Beneficial Shareholder by such shareholder's Intermediary is limited to instructing the registered holder of the relevant shares on how to vote such shares on behalf of the Beneficial Shareholder. Most Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies a VIF, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of shares at the Meeting. **A Beneficial Shareholder receiving a VIF from Broadridge cannot use that form to vote shares directly at the Meeting. Instead, the VIF must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such shares are voted.**

RECORD DATE AND QUORUM

The Company has set the close of business on December 3, 2015, as the record date (the “**Record Date**”) for the Meeting. Only the common shareholders of record as at the Record Date are entitled to receive notice of and to vote at the Meeting, unless after that date a shareholder of record transfers his or her common shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he or she owns such shares, requests at least ten (10) days prior to the Meeting that the transferee’s name be included in the list of shareholders entitled to vote, in which case such transferee is entitled to vote such shares at the Meeting.

Under the Articles of the Company, subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth in this Circular and except for the fact that certain directors and officers of the Company may have been granted stock options, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditor, of any person who has been a director or executive officer of the Company at any time since the beginning of the Company’s last financial year, of any proposed nominee for election as a director of the Company, or of any associate or affiliate of such persons.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value of which 20,787,796 common shares were issued and outstanding as of the Record Date. The holders of the Company’s common shares of record at the Record Date are entitled to vote such shares at the Meeting on the basis of one vote for each common share held.

The issued and outstanding common shares are listed for trading on the Canadian Securities Exchange (the “**CSE**”) under the symbol FUN.

To the knowledge of the directors and executive officers of the Company, and based upon the Company’s review of the records maintained by Computershare and insider reports filed with the System for Electronic Disclosure by Insiders, as at the Record Date, the following shareholders beneficially owned, directly or indirectly, or exercised control or direction over common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company:

Shareholder Name	Number of Common Shares	Percentage of Issued Common Shares ¹
Arni Johannson	2,852,000 ²	13.72%

1 Based on 20,787,796 Common Shares issued and outstanding as of December 3, 2015.

2 852,000 of these Common Shares are held directly and 2,000,000 are held by Canadian Nexus Ventures Ltd., a private company controlled by Mr. Arni Johannson.

STATEMENT OF EXECUTIVE COMPENSATION

The objective of this disclosure is to communicate all direct and indirect compensation the Company has paid, made payable, awarded, granted, given or otherwise provided to certain executive officers and directors for, or in connection with, services they have provided to the Company or a subsidiary of the Company, and the decision-making process related to compensation.

In this Circular:

“CEO” means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“equity incentive plan” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment*;

“incentive plan” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“incentive plan award” means compensation awarded, earned, paid, or payable under an incentive plan;

“NEO” or **“named executive officer”** means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, *Statement of Executive Compensation*, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“non-equity incentive plan” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“share-based award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

COMPENSATION DISCUSSION & ANALYSIS

The Company's executive compensation program is informal at this time and is administered by the Company's Board of Directors (the "**Board**"). The Board informally discusses and approves the executive compensation that is competitive in order to attract, motivate and retain highly skilled and experienced executive officers, to provide fair and competitive compensation, to align the interest of management with those of shareholders and to reward corporate and individual performance.

The compensation awarded to, earned by, paid to or payable to each of the NEOs for the most recently completed financial year is set out under the heading "*Summary Compensation Table*" below.

Compensation Review Process

The Board reviews, from time to time, the cash compensation, any bonus and stock option grants to each executive officer, including NEOs.

It is the intention of the Company that cash compensation to NEOs shall remain more or less constant, while the granting of any options or bonuses may fluctuate from year to year.

Assessment of Individual Performance

The Company bases compensation for the Company's executive officers on the time of service with the Company, responsibilities of each officer and their duties in that position, as well as on the performance of each officer. The Company believes that stock options can create a strong incentive to the performance of each officer and is intended to recognize extra contributions and achievements towards the goals of the Company.

Elements of Executive Compensation

There are three main elements of direct compensation, namely base salary, bonuses and equity participation through the Company's stock option plan. The Company's current stock option plan (the "**Stock Option Plan**") is discussed under the heading "*Securities Authorized for Issuance under Equity Compensation Plans – Description of 2014 Stock Option Plan*" below. The Stock Option Plan is also discussed under the heading "*Particulars of Matters to be Acted Upon at the Meeting - 4. Stock Option Plan*". In determining the compensation of NEOs, the Board considers the following goals and objectives of the Company which are:

- to attract and retain qualified and experienced executives in today's market place;
- to encourage and reward outstanding performance by those people who are in the best position to enhance the Company's near-term results and long-term prospects;
- to ensure compensation paid is competitive with the current market.

Base Salary

Base salary is the principal component of an executive officer's compensation package. The Board also considers an executive officer's performance and levels of responsibility and importance to the Company.

The Company does not currently have any management agreements, employment agreements, plans or arrangements in respect of compensation with its NEOs.

Bonuses

The Board reviews on a discretionary basis bonuses to be paid by the Company to NEOs in each financial year. The CEO recommends bonuses to be paid by the Company to other eligible employees and consultants. During the year ended June 30, 2015, no bonuses were paid by the Company to NEOs.

Equity Participation through Stock Option Plans

The stock option component of the Company's executive compensation program is intended to encourage and reward outstanding performance over the short and long terms, and to align the interests of the NEOs with those of the Company's shareholders. Options are awarded by the Board, which bases its decisions upon the level of responsibility and contribution of the individuals towards the Company's goals and objectives. The Board also takes into consideration the amount and terms of outstanding stock options in determining its recommendations regarding the options to be granted during any fiscal year.

The stock option component of executive compensation acts as an incentive for the NEOs to work to enhance the Company's value over the long term, and to remain with the Company.

The Board is of the view that the Company's compensation structure appropriately takes into account the factors relevant to the technology industry, the Company's performance within that industry, and the individual contributions to the Company's performance made by its NEOs.

Option-based awards

Please see "*Equity Participation through Stock Option Plans*" above for details of the process used by the Company in granting option-based awards to NEOs.

The stock option grants to directors, officers, other employees and consultants are determined by an assessment of the individual's current and expected future performance, level of responsibilities, importance of the position held, contribution to the Company and previous option grants and exercise prices including:

- the remuneration paid to the individual as at the grant date in relation to the total remuneration payable by the Company to all of its directors, officers, employees and consultants as at the grant date;
- the length of time that each individual has been employed or engaged by the Company; and
- the quality of work performed by such director, officer, employee or consultant.

Summary Compensation Table

During the year ended June 30, 2015, the Company had four NEOs: (i) Richard Whitehead, CEO of the Company, (ii) A. Canon Bryan, CFO of the Company, (iii) Justin Rasekh, a former CEO of the Company, and (iv) Arni Johannson, another former CEO of the Company.

As the Company was incorporated on July 14, 2014, the following table sets forth all compensation for its initial financial year ended June 30, 2015, in respect of the individuals who were NEOs of the Company:

NEO Name and Principal Position	Year Ended June 30	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Richard Whitehead¹ CEO & Director	2015	18,000	Nil	Nil	Nil	Nil	Nil	Nil	18,000
A. Canon Bryan² CFO	2015	Nil	Nil	18,500 ³	Nil	Nil	Nil	Nil	18,500
Justin Rasekh⁴ President, CEO & Director (former)	2015	\$26,000	Nil	92,500 ⁵	Nil	Nil	Nil	Nil	118,500
Arni Johannson⁶ President, CEO & Director (former)	2015	\$18,000	Nil	92,500 ⁷	Nil	Nil	Nil	Nil	110,500

- 1 Richard Whitehead was appointed CEO on April 8, 2015, and a director of the Company on April 10, 2015.
- 2 A. Canon Bryan served as CFO of the Company from August 7, 2014, to July 9, 2015.
- 3 The fair value of 50,000 options exercisable at \$0.50 as granted on September 18, 2014.
- 4 Justin Rasekh served as President and CEO from October 7, 2014, until April 8, 2015, and as a director of the Company from October 7, 2014, until April 10, 2015.
- 5 The fair value of 250,000 options exercisable at \$0.50 as granted on September 18, 2014.
- 6 Arni Johannson served as President and CEO from July 14, 2014, until October 7, 2014, and as a director of the Company from July 14, 2014, until November 10, 2014.
- 7 The fair value of 250,000 options exercisable at \$0.50 as granted on September 18, 2014.

The fair value of stock options granted during the last fiscal year is estimated on the date of grant using the Black-Scholes option pricing model. The fair value of stock options does not mean the options were exercised or that any shares were sold. The following assumptions were used in the fair value calculation:

Risk-free interest rate - 1.10%
Dividend yield – Nil
Expected volatility – 100%
Expected life – 5 years

Narrative Discussion

The Company's general compensation strategy for NEOs is discussed above under "Compensation Review Process" and "Elements of Executive Compensation" above.

The Company does not currently have any management agreements or employment agreements with its NEOs. There are no other plans or arrangements in respect of compensation received by NEOs.

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

Please see "Securities Authorized for Issuance under Equity Compensation Plans" below for details of the Company's stock option plan. The following table sets forth outstanding stock options held by NEOs as at June 30, 2015.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise (\$)	Option expiration date	Value of unexercised in-the-money options ¹ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
A. Canon Bryan CFO	50,000	\$0.50	September 18, 2019	N/A	N/A	N/A	N/A
Justin Rasekh President, CEO & Director (former)	250,000	\$0.50	September 18, 2019	N/A	N/A	N/A	N/A
Arni Johansson President, CEO & Director (former)	250,000	\$0.50	September 18, 2019	N/A	N/A	N/A	N/A

¹ The value of unexercised in-the-money options is calculated based on the difference between the market value of the Company's common shares as at June 30, 2015, and the exercise price of the options. The closing price of the Company's common shares on the CSE on June 30, 2015, was \$0.22 per share.

Incentive Plan Awards – Value Vested or Earned During the Year Ended June 30, 2015

The following table sets forth the details of the aggregate dollar value that would have been realized by the Company's NEOs in the most recently completed financial year if the options under the option-based awards had been exercised on their respective vesting dates.

Name	Option-based awards –	Share-based awards –	Non-equity incentive plan compensation –
	Value vested during the year (\$)	Value vested during the year (\$)	Value earned during the year (\$)
A. Canon Bryan CFO	Nil	Nil	Nil
Justin Rasekh President, CEO & Director (former)	Nil	Nil	Nil
Arni Johansson President, CEO & Director (former)	Nil	Nil	Nil

Narrative Discussion

Options are typically granted for a period of five years and have a vesting period as determined by the Board.

Pension Plan Benefits

As at the year ended June 30, 2015, and to the date of this Circular, the Company did not maintain any defined benefit plans, defined contribution plans or deferred compensation plans for its NEOs, directors or officers.

Termination and Change of Control Benefits

As at the year ended June 30 2015, the Company did not have any contract, agreement, plan or arrangement that provides for payments to any NEOs, executive officers or directors at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's, executive officer's or director's responsibilities.

DIRECTOR COMPENSATION

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors. The directors of the Company may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors. Directors are also eligible to receive incentive stock options to purchase common shares of the Company under the Company's stock option plan.

From the inception of the Company to the date of this Circular, no compensation was paid to any director of the Company who was not also an executive officer of the Company.

The following table shows the compensation provided to non-executive directors for the year ended June 30, 2015. Please see "Summary Compensation Table" under "Executive Compensation" above for details of compensation paid by the Company to those directors who are also NEOs.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Nicholas Miller ¹	Nil	Nil	27,750 ²	Nil	Nil	Nil	27,750
Karl Antonius ³	Nil	Nil	27,750 ⁴	Nil	Nil	Nil	27,750
Julian Ing ⁵	Nil	Nil	55,500 ⁶	Nil	Nil	Nil	55,500
Alexander Helmel ⁷	Nil	Nil	Nil	Nil	Nil	Nil	Nil

1 Nicholas Miller served as a director of the Company from July 14, 2014, until May 8, 2015, and as Executive Chairman from January 15, 2015, until May 8, 2015.

2 The fair value of 75,000 options exercisable at \$0.50 as granted on September 18, 2014.

3 Karl Antonius served as a director of the Company from July 14, 2014, until October 23, 2014.

4 The fair value of 75,000 options exercisable at \$0.50 as granted on September 18, 2014.

5 Julian Ing served as a director of the Company from November 10, 2014, until August 4, 2015.

6 The fair value of 150,000 options exercisable at \$0.50 as granted on September 18, 2014.

7 Alexander Helmel has served as a director of the Company from May 8, 2015, to the present.

The fair value of stock options granted during the last fiscal year is estimated on the date of grant using the Black-Scholes option pricing model. The fair value of stock options does not mean the options were exercised or that any shares were sold. The following assumptions were used in the fair value calculation:

Risk-free interest rate - 1.10%

Dividend yield – Nil

Expected volatility – 100%

Expected life – 5 years

Outstanding Director Share-Based and Option-Based Awards

The following table sets forth share-based and option-based awards outstanding for the directors of the Company who were not NEOs for the year ended June 30, 2015.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ¹ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Nicholas Miller ²	75,000	0.50	September 18, 2019	N/A	Nil	N/A	N/A
Karl Antonius ³	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Julian Ing ⁴	150,000	0.50	September 18, 2019	N/A	Nil	N/A	N/A
Alexander Helmel	Nil	N/A	N/A	N/A	N/A	N/A	N/A

- 1 The value of unexercised in-the-money options is calculated based on the difference between the market value of the Company's common shares as at June 30, 2015, and the exercise price of the options. The closing price of the Company's common shares on the CSE on June 30, 2015, was \$0.22 per share.
- 2 Nicholas Miller resigned as a director of the Company on May 8, 2015, and his options were subsequently cancelled on August 8, 2015.
- 3 Karl Antonius resigned as a director of the Company on October 23, 2014, and his options were subsequently cancelled on January 23, 2015.
- 4 Julian Ing resigned as a director of the Company on August 4, 2015, and his options were subsequently cancelled on November 4, 2015.

Incentive Plan Awards – Value Vested or Earned During the Year Ended June 30, 2015

The following table sets forth the details of the aggregate dollar value that would have been realized by the Company's non-executive directors in the most recently completed financial year if the options under the option-based awards had been exercised on their respective vesting dates.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Nicholas Miller	Nil	Nil	Nil
Karl Antonius	Nil	Nil	Nil
Julian Ing	Nil	Nil	Nil
Alexander Helmel	Nil	Nil	Nil

Defined Benefit or Actuarial Plan Disclosure

The Company had no defined benefit plan or actuarial plan as at June 30, 2015.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

During the year ended June 30, 2015, the Company had in effect the Stock Option Plan, which was adopted by the Board on September 18, 2014.

The following table sets forth information with respect to the stock options outstanding under the Stock Option Plan as at June 30, 2015.

Equity Compensation Plan Information

Plan Category	Number of common shares to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options, (b)	Number of common shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans previously approved by shareholders	N/A	N/A	N/A
Equity compensation plans not previously approved by shareholders ¹	875,000	\$0.475	911,987
TOTAL:	1,695,000	\$0.475	911,987

- 1 The “rolling” 10% Stock Option Plan, whereby 10% of the number of issued and outstanding shares of the Company at any given time may be reserved for issuance pursuant to the exercise of options, was adopted by the Company’s Board of Directors on September 18, 2014, and will be voted upon by the shareholders of the Company at the Meeting.

Description of the Incentive Stock Option Plan

The following is a summary of the substantive terms of the Company’s current Incentive Stock Option Plan. As the Stock Option Plan was adopted by the Company’s Board of Directors on September 18, 2014, the Company will be seeking shareholder approval and ratification of the Stock Option Plan at the Meeting. The details of the Stock Option Plan are discussed below and under the heading “*Particulars of Matters to be Acted Upon at the Meeting - 4. Stock Option Plan*” and the full text of the Stock Option Plan is attached as Schedule “B”.

The purpose of this Stock Option Plan is to attract and retain directors, officers, employees and consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under the Stock Option Plan to purchase Common Shares. Unless authorized by the shareholders of the Company, the Stock Option Plan, together with all of the Company’s other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Common Shares, shall not result, at any time, in the number of Common Shares reserved for issuance pursuant to options exceeding 10% of the issued and outstanding shares as at the date of grant of any option under the Stock Option Plan.

The Stock Option Plan contains provisions such that:

- (a) the term of an option cannot exceed five years from the date of grant;
- (b) no more than 5% of the issued and outstanding shares of the Issuer may be granted to any one individual in any 12 month period;
- (c) no more than 2% of the issued and outstanding shares of the Issuer may be granted to any one consultant in any 12 month period;
- (d) no more than 2% of the issued and outstanding shares of the Issuer may be granted to any one person conducting investor relations activities in any 12 month period;

- (e) options will vest at the discretion of the Issuer's directors;
- (f) options are non-assignable and non-transferable, except as provided for in the event of a death of an optionee;
- (g) the period in which an optionee's heirs or administrators can exercise any portion of outstanding options must not exceed 12 months from the optionee's death;
- (h) option grants are limited to bona fide directors, officers, employees or consultants, or corporations wholly owned by such directors, officers, employees or consultants, as the case may be; and
- (i) vested options terminate 90 days subsequent to any director, officer, employee or consultant ceasing to be engaged by the Issuer for any reason other than death; and
- (j) vested options terminate 30 days subsequent to any optionee engaged in investor relations activities ceasing to be engaged by the Issuer.

The Stock Option Plan is administered by the Company's Board of Directors, which, subject to the limitations of the Stock Option Plan, has the authority to:

- (a) grant options to purchase common shares to eligible persons;
- (b) determine the terms, limitations, restrictions and conditions respecting such grants;
- (c) interpret the Stock Option Plan and adopt, amend and rescind such administrative guidelines and other rules and regulations relating to the Stock Option Plan as it shall from time to time deem advisable; and
- (d) make all other determinations and take all other actions in connection with the implementation and administration of the Stock Option Plan including, without limitation, for the purpose of ensuring compliance with securities laws and CSE policies.

Pursuant to the Stock Option Plan and subject to a minimum price of \$0.10 per common share, the exercise price of an option is set by the Board and cannot be less than the closing market price of the common shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the CSE.

In addition, the Stock Option Plan contains provisions for changes in options pursuant to, among other corporate actions, any share consolidation or subdivision, stock dividend, take-over bid, or change of control.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There was no indebtedness outstanding for any current or former director, executive officer, employee, or director nominee of the Company or any of its subsidiaries which is owing to the Company or any of its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support

agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries,

in relation to a securities purchase program or other program.

Furthermore, none of such persons were indebted to a third party during such period where their indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Applicable securities legislation defines “*informed person*” to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

None of the informed persons of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, in any transactions since the commencement of the Company’s last completed financial year, or in any proposed transaction which, in either case, has or will materially affect the Company or any of its subsidiaries, except as disclosed herein.

MANAGEMENT CONTRACTS

No management functions of the Company or any subsidiary of the Company are to any substantial degree performed by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

Corporate Governance Practices

Corporate governance relates to activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making. National Instrument 58-101, *Disclosure of Corporate Governance Practices (“NI 58-101”)*, requires that each reporting company disclose its corporate governance practices on an annual basis.

The Company’s general approach to corporate governance is summarized below.

Board of Directors

The Board of Directors is currently composed of three directors. All director nominees are current directors of the Company.

Independence

Section 1.4 of National Instrument 52-110, *Audit Committees (“NI 52-110”)*, sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

Applying the definition set out in NI 52-110, one of the three members of the Board is independent. The member who is independent is Mr. Khalil Bhimji. Mssrs. Richard Whitehead and Alexander Helmél are not independent by virtue of the fact that they are executive officers of the Company – Mr. Whitehead is the CEO and Mr. Helmél has been serving as Interim CFO since October 29, 2015.

Other Directorships

In addition to his position on the Board of Directors, the following director also serves as a director of the following reporting issuers or reporting issuer equivalents:

Name of Director	Name of Reporting Issuer or Equivalent	Exchange or Market
	Network Exploration Ltd.	TSXV
Alexander Helmél	Windfire Capital Corp.	TSXV
	Lateral Gold Corp.	TSXV

Orientation and Continuing Education

The Company has not adopted a formalized process of orientation for new Board members. Orientation of new directors is conducted on an ad hoc basis.

Directors are kept informed as to matters impacting, or which may impact, the Company’s operations through reports and presentations at Board meetings. Directors are also provided with the opportunity to meet with senior management and other employees, advisors and directors, who can answer any questions that may arise.

Ethical Business Conduct

The Board is apprised of the activities of the Company and ensures that it conducts such activities in an ethical manner. The Board has not adopted a written code of business conduct and ethics, however, the Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary actions for violations of ethical business conduct. In particular, the Board ensures that directors exercise independent judgment in considering transactions and certain activities of the Company by holding in camera sessions of independent directors, when applicable, and by having each director declare his or her interest in a particular transaction and abstaining from voting on such matters, where applicable.

Nomination of Directors

The Board does not have a nominations committee or a formal procedure with respect to the nomination of directors. In general, nominees will be the result of recruitment efforts by members of the Board, including both formal and informal discussions among members of the Board.

Compensation

The Board does not have a compensation committee or a formal procedure with respect to determining compensation for the directors and the CEO.

The Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company's executive officers and key employees and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling these responsibilities, the independent members of the Board will evaluate the performance of the CEO and other senior management in light of corporate goals and objectives, and will make recommendations with respect to compensation levels based on such evaluation.

Board Committees

As the Board is actively involved in the operations of the Company and the size of the Company does not warrant a larger Board, the Board has determined that committees, other than the audit committee (the "**Audit Committee**"), are not necessary at this stage of the Company's development.

The Board is responsible for the stewardship of the Company through the supervision of the business and management of the Company. This mandate is accomplished directly and through the Audit Committee. The Audit Committee facilitates effective Board decision-making by providing recommendations to the Board on matters within its responsibility.

Audit Committee

The Audit Committee assists the Board in fulfilling its responsibilities for oversight of financial and accounting matters. The Audit Committee recommends the auditors to be nominated and reviews the compensation of the auditors. The Audit Committee is directly responsible for overseeing the work of the auditors, must pre-approve non-audit services, be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

The Company's Audit Committee is governed by an Audit Committee Charter, a copy of which is attached hereto as Schedule "A".

Composition of the Audit Committee

The Company's Audit Committee is currently comprised of Richard Whitehead, Alexander Helmel and Khalil Bhimji, all of whom are "financially literate" in accordance with Section 1.6 of NI 52-110, which states that an individual is financially literate if he or she has the ability to read and understand a set of financial statements that presents a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

Applying the definition of “independence” set out in section 1.4 of NI 52-110, Khalil Bhimji is an independent member of the Audit Committee. Richard Whitehead and Alexander Helmel are not independent by virtue of the fact that they serve as CEO and Interim CFO, respectively, of the Company.

Relevant Education and Experience

Richard Whitehead has over 16 years’ business experience, including senior sales and marketing roles, and has been a member of executive level leadership teams at both private and public technology companies, including start-up style environments. His experience encompasses knowledge in core business management as well as product development and he has managed software and hardware product launches to North American and global audiences. He is a former Global Director of Marketing for Parktoria Technologies, LLC and he holds a Bachelors of Commerce degree in Entrepreneurial Management from Royal Roads University.

Alexander Helmel, as Chief Executive Officer and director of Redonda Management Ltd., is an independent management consultant for early-stage venture companies within the Canadian capital markets. Mr. Helmel has over 15 years’ experience working with private and publicly traded companies and over 20 years’ within the information technology sector. He specializes in developing corporate growth strategies and corporate assets, building senior management teams, and assisting private-to-public market transitions. Mr. Helmel has held directorship or officer positions for numerous private companies and venture issuers. Presently, he serves as President, Chief Executive Officer and Director of Network Exploration Ltd., a director of Windfire Capital Corp. and Lateral Gold Corp, all TSX Venture-listed issuers, and Chief Financial Officer of Hatch Interactive Technologies Corporation, a CSE-listed issuer. Mr. Helmel obtained his Bachelor of Science (Mathematics) degree from the University of British Columbia in 1994 and his Certified Information Systems Analyst (CISA) designation in 2006.

Khalil Bhimji is a Chartered Accountant with over 10 years’ experience in senior financial roles and in the Canadian public markets. His career spans various accounting, finance, and operations positions, including management experience, at start-up organizations in both hardware and software technology. Mr. Bhimji’s most recent post was Vice President Finance for Parktoria Technologies, LLC, a high-tech software development start-up specializing in municipal infrastructure products related to parking. He holds an Undergraduate Degree from Simon Fraser University and a Chartered Accountant designation.

The experiences of the members of the Audit Committee has given each:

- (i) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (ii) the ability to assess the general application of accounting principles in connection with accounting estimates, accruals and reserves;
- (iii) experience analyzing and evaluating financial statements similar to those of the Company; and
- (iv) an understanding of internal controls and procedures for financial reporting pertinent to the Company.

The Audit Committee meets no less frequently than quarterly, separately with the Auditor and the CFO, to review the Company’s accounting practices, internal controls and such other matters as the Audit Committee or CFO deem appropriate, and recommends to the Board for approval the quarterly and annual financial statements of the Company.

Pre-Approval of Policies and Procedures

The Audit Committee must pre-approve any engagement of the external auditor for any non-audit services to the Company in accordance with applicable law and policies and procedures to be approved by the Board. The engagement of non-audit services will be considered by the Board on a case by case basis.

External Auditor Service Fees

In the following table, “**audit fees**” are fees billed by the Company’s external auditors for services provided in auditing the Company’s annual financial statements for the subject year. “**Audit-related fees**” are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “**Tax fees**” are fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. “**All other fees**” are fees billed by the auditors for products and services not included in the foregoing categories.

The auditors’ fees for each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
June 30, 2015	\$14,000	\$0	\$0	\$0
June 30, 2014 ¹	\$2,500	\$0	\$0	\$0

1 From the period of incorporation of the Issuer’s subsidiary, Antisocial Holdings Ltd., on April 4, 2014, to June 30, 2014.

As a venture issuer within the meaning of National Instrument 52-110, *Audit Committees*, the Company is relying upon the exemption provided by Section 6.1 of NI 52-110 which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. Financial Statements

The Board has approved the audited financial statements of the Company for the fiscal year ended June 30, 2015, together with the auditors’ report thereon. Copies of these financial statements have been sent to those shareholders, who had requested receipt of same, and are also available on SEDAR.

2. Election of Directors

All current directors of the Company cease to hold office immediately before the election or appointment of directors at the Meeting but are eligible for re-election or re-appointment. Unless the director’s office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Articles of the Company, each director elected will hold office until the next annual general meeting of the Company, or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated.

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Company for the ensuing year. **The persons designated in the enclosed Form of Proxy, unless instructed**

otherwise, intend to vote FOR the election to the Board of the nominees listed below. Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

The following table sets out the names of management’s nominees for election as directors; all offices in the Company each nominee now holds; each nominee’s principal occupation, business or employment; the period of time during which each nominee has been a director of the Company; and the number of common shares of the Company beneficially owned by each nominee, directly or indirectly, or over which each nominee exercised control or direction, as at the Record Date.

Name, Municipality of Residence and Position Held	Principal Occupation for the Past Five Years	Director of the Company Since	Common Shares Beneficially Owned or Controlled
Richard Whitehead¹ Burnaby, BC Canada <i>Chief Executive Officer and Director</i>	CEO and Director of Fundamental Applications Corp. (April 2015-present); CEO of Foro Technologies Inc. (April 2015-present); Director of Marketing of Parktoria Technologies, LLC (March 2013-April 2015); Director of Marketing of LMI Technologies Inc. (July 2011-July 2012); and Senior Manager of Product, Marketing , & Communications of Omni Companies Inc. (February 2010-February 2011)	April 10, 2015	45,000
Alexander Helmel¹ Vancouver, BC Canada <i>Interim Chief Financial Officer and Director</i>	Chief Executive Officer and Director of Redonda Management Ltd. (January 1994-present); President (March 2006-present), Chief Executive Officer (August 2007-present) and Director (March 2006-present) of Network Exploration Ltd.; Director of Windfire Capital Corp. (April 2015-present); Director of Lateral Gold Corp. (December 2014-present); Chief Financial Officer of Hatch Interactive Technologies Corporation (September 2015-present)	May 8, 2015	1,000,000
Khalil Bhimji, CA¹ Vancouver, BC Canada <i>Director</i>	Chartered Accountant; VP, Finance & Operations of Parktoria Technologies, LLC (September 2014-March 2015); VP Finance (May 2013-September 2014) and Director of Finance (April 2012-May 2013) of Aparc Systems; Manager, Financial Reporting of Vancouver Airport Authority (April 2011-April 2012); Manager, Operations of Acric-tech Industries Corp. (November 2007-March 2011)	August 5, 2015	Nil

¹ Member of Audit Committee

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, other than as disclosed below, no proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

3. Appointment of Auditor

Shareholders of the Company will be asked to vote for the appointment of Dale Matheson Carr-Hilton LaBonte LLP (DMCL), Chartered Professional Accountants, of Vancouver, British Columbia, as the Company's auditor, to hold office until the next annual general meeting of shareholders, at a remuneration to be fixed by the directors.

At the request of management, Charlton & Company, Chartered Accountants, resigned effective August 20, 2015, as auditor of the Company to facilitate the simultaneous appointment of Dale Matheson Carr-Hilton LaBonte LLP (DMCL), Chartered Professional Accountants. Charlton & Company's auditor's reports for the financial statements of the Company for the period from incorporation on April 4, 2014, to June 30, 2014, expressed an unmodified opinion. There were no reportable events (as that term is defined in National Instrument 51-102, *Continuous Disclosure Obligations*), during Charlton & Company's tenure.

Attached to this Circular as Schedule "D" is the reporting package filed with the requisite securities regulatory authorities with respect to the Company's change of auditors.

In the absence of instructions to the contrary, the shares represented by proxy will be voted FOR the appointment of Dale Matheson Carr-Hilton LaBonte LLP (DMCL), Chartered Professional Accountants, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors.

4. Stock Option Plan

The Company is seeking approval of its “rolling” stock option plan (the “**Stock Option Plan**”), whereby 10% of the number of issued and outstanding shares of the Company at any given time may be reserved for issuance pursuant to the exercise of options. The Board of Directors of the Company adopted the Stock Option Plan on September 18, 2014, and shareholders will be asked at the Meeting to consider and, if thought fit, approve an ordinary resolution ratifying and approving the Stock Option Plan.

The Stock Option Plan was established to attract and retain directors, officers, employees and consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under the Stock Option Plan to purchase common shares of the Company. The intention of management in proposing the Stock Option Plan is to increase the proprietary interest of such persons in the Company and, thereby, aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company.

The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the CSE. As of the date of this Circular, the Company was eligible to grant up to 2,078,780 options under its Stock Option Plan and there are presently 1,750,000 options outstanding and 328,780 reserved and available for issuance. All outstanding incentive stock options are subject to the terms and conditions of the Stock Option Plan.

The Stock Option Plan contains provisions such that:

- (a) the term of an option cannot exceed five years from the date of grant;
- (b) no more than 5% of the issued and outstanding shares of the Issuer may be granted to any one individual in any 12 month period;
- (c) no more than 2% of the issued and outstanding shares of the Issuer may be granted to any one consultant in any 12 month period;
- (d) no more than 2% of the issued and outstanding shares of the Issuer may be granted to any one person conducting investor relations activities in any 12 month period;
- (e) options will vest at the discretion of the Issuer’s directors;
- (f) options are non-assignable and non-transferable, except as provided for in the event of a death of an optionee;
- (g) the period in which an optionee’s heirs or administrators can exercise any portion of outstanding options must not exceed 12 months from the optionee’s death;
- (h) option grants are limited to bona fide directors, officers, employees or consultants, or corporations wholly owned by such directors, officers, employees or consultants, as the case may be; and
- (i) vested options terminate 90 days subsequent to any director, officer, employee or consultant ceasing to be engaged by the Issuer for any reason other than death; and
- (j) vested options terminate 30 days subsequent to any optionee engaged in investor relations activities ceasing to be engaged by the Issuer.

The Stock Option Plan is administered by the Company’s Board of Directors, which, subject to the limitations of the Stock Option Plan, has the authority to:

- (a) grant options to purchase common shares to eligible persons;
- (b) determine the terms, limitations, restrictions and conditions respecting such grants;
- (c) interpret the Stock Option Plan and adopt, amend and rescind such administrative guidelines and other rules and regulations relating to the Stock Option Plan as it shall from time to time deem advisable; and

- (d) make all other determinations and take all other actions in connection with the implementation and administration of the Stock Option Plan including, without limitation, for the purpose of ensuring compliance with securities laws and CSE policies.

Pursuant to the Stock Option Plan and subject to a minimum price of \$0.10 per common share, the exercise price of an option is set by the Board of Directors and cannot be less than the closing market price of the common shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the CSE.

In addition, the Stock Option Plan contains provisions for changes in options pursuant to, among other corporate actions, any share consolidation or subdivision, stock dividend, take-over bid, or change of control.

The full text of the existing Stock Option Plan is attached hereto as Schedule "B".

Management of the Company recommends that shareholders vote in favour of ratifying and approving the Stock Option Plan, and the persons named in the enclosed form of proxy intend to vote FOR ratification and approval of the Stock Option Plan at the Meeting, unless otherwise directed by the shareholders appointing them.

5. Advance Notice Provision

Introduction

The directors of the Company are proposing that the Articles of the Company be altered to include an advance notice provision (the "Advance Notice Provision"), intended to: (i) facilitate an orderly and efficient annual general or, where the need arises, special, meeting; (ii) ensure that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

Purpose of the Advance Notice Provision

The purpose of the Advance Notice Provision is to provide shareholders, directors and management of the Company with a clear framework for nominating directors. The Advance Notice Provision fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

Effect of the Advance Notice Provision

Subject only to the *Business Corporations Act* (British Columbia) ("BCA") and the Advance Notice Provision incorporated into the Company's Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders, if one of the purposes for which the special meeting was called was the election of directors.

In order to be eligible for election to the Board at any annual meeting or special meeting of shareholders, persons must be nominated in accordance with one of the following procedures:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a valid proposal made in accordance the provisions of the BCA, or a requisition of the shareholders made in accordance with the BCA; or
- (c) by any person (a “Nominating Shareholder”): (i) who, at the close of business on the date of the giving of the notice provided for below for in the Advance Notice Provision and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (ii) who complies with the notice procedures set forth below in the Advance Notice Provision.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given (a) timely notice thereof in proper written form to the Corporate Secretary of the Company at the principal executive offices of the Company in accordance with this Advance Notice Provision and (b) the representation and agreement with respect to each candidate for nomination as required by, and within the time period specified in this Advance Notice Provision.

To be timely, a Nominating Shareholder’s notice to the Corporate Secretary of the Company must be made: (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the tenth (10th) day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders, or the announcement thereof, or the reconvening of any adjourned or postponed meeting of shareholders commence a new time period for the giving of a Nominating Shareholder’s notice as described above. Notwithstanding the foregoing, the Board may, in its sole discretion, waive the time periods summarized above.

To be in proper written form, a Nominating Shareholder’s notice to the Corporate Secretary of the Company must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation and employment history for the past five years of the person;
 - (iii) the citizenship of such person;
 - (iv) a personal information form in the form prescribed by the appropriate securities exchange;
 - (v) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;

- (vi) a statement as to whether such person would be “independent” of the Company (within the meaning of applicable securities law) if elected as a director at such meeting and the reasons and basis for such determination;
 - (vii) confirmation that such person is not prohibited or disqualified from acting as a director; and
 - (viii) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws (as defined below); and
- (b) as to the Nominating Shareholder giving the notice:
- (i) any information relating to such Nominating Shareholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws (as defined below); and
 - (ii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice.

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company or that could be material to a reasonable shareholder’s understanding of the independence, or lack thereof, or such proposed nominee.

To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in the Advance Notice Provision and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Corporate Secretary of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the meeting of shareholders, a written representation and agreement (in form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person’s term in office as a director (and, if requested by any candidate for nomination, the Corporate Secretary of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).

No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provision; provided, however, that nothing in the Advance Notice Provision shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the BCA or at the discretion of the chair of the meeting. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

Notwithstanding any other provision of the Advance Notice Provision, notice or any delivery given to the Corporate Secretary of the Company pursuant to the Advance Notice Provision may only be given by personal delivery, facsimile transmission or by email (provided that the Corporate Secretary of the Corporation has stipulated an email address for purposes of this notice, at such email address as

stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described in this Advance Notice Provision or the delivery of a representation and agreement as described in this Advance Notice Provision.

Shareholder Confirmation

In order to implement the Advance Notice Provision, the shareholders of the company will be asked to consider and, if thought fit, pass a special resolution, requiring a two-thirds majority of the votes cast in person or represented by proxy at the Meeting by the shareholders of the Company, to amend the Company's Articles. The full text of the resolutions and the proposed alteration to the Company's Articles to include the Advance Notice Provision is attached to this Circular as Schedule "C".

If the Advance Notice Provision Resolution is passed, the amendment to the Articles will become effective on the date and time that the resolution is received for deposit at the Company's records office, which the Company anticipates will be immediately after the Meeting.

Management of the Company recommends that shareholders vote in favour of ratifying, confirming and approving the Advance Notice Provision, and the persons named in the enclosed form of proxy intend to vote FOR the alteration of the Company's Articles unless otherwise directed by the shareholders appointing them.

6. Amendments to the Company's Articles

The Board of Directors proposes to amend the Company's current Articles to allow the Company's Board of Directors to complete certain alterations to the Company's share structure as well as certain other changes to the Articles considered to be beneficial to shareholders in order to allow such matters to be completed more efficiently. Shareholders of the Company will be asked to consider and, if thought fit, pass a special resolution to amend the Company's current Articles, the text of which will be in substantially the form as follows, subject to changes in form as may be required by the Registrar of Companies:

"RESOLVED, by special resolution, that the Articles of the Company be altered by amending and restating Sections 9.1, 9.2, 9.3, and 9.4 of the Articles to read as follows:

"9.1 Alteration of Authorized Share Structure

Subject to Article 9.2 and the *Business Corporations Act*, the Company may by directors' resolution or by ordinary resolution, in each case as determined by the directors:

- (b) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;

- (c) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- (d) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
- (e) if the Company is authorized to issue shares of a class of shares with par value:
 - (i) decrease the par value of those shares; or
 - (ii) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
- (f) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- (g) alter the identifying name of any of its shares; or
- (h) otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act*.

9.2 Special Rights and Restrictions

Subject to the *Business Corporations Act*, the Company may by directors' resolution or by ordinary resolution, in each case as determined by the directors:

- (a) create special rights or restrictions for, and attach those special rights and restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- (b) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued.

9.3 Change of Name

The Company may by directors' resolution or by ordinary resolution, in each case as determined by the directors, authorize an alteration to its Notice of Articles in order to change its name.

9.4 Other Alterations

The Company, save as otherwise provided by these Articles and subject to the *Business Corporations Act*, may:

- (a) by directors' resolution or by ordinary resolution, in each case as determined by the directors, authorize alterations to the Articles that are procedural or administrative in nature or are matters that pursuant to these Articles are solely within the directors' powers, control, or authority; and

- (b) if the *Business Corporations Act* does not specify the type of resolution and these Articles do not specify another type of resolution, by directors' resolution or by ordinary resolution, in each case as determined by the directors, alter these Articles.

Any director or officer of the Company be authorized or directed for and on behalf and in the name of the Company to execute and, where necessary, deliver any documentation required for the purpose of giving effect to these resolutions."

The full text of the new Articles is available for review by any shareholder at the Company's executive office at Suite 242, 515 West Pender Street, Vancouver, British Columbia.

Management of the Company recommends that shareholders vote in favour of the foregoing resolutions, and the persons named in the enclosed Proxy intends to vote FOR the approval of the foregoing resolutions at the Meeting, unless otherwise directed by the shareholders appointing them.

7. Other Business

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof. Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting the common shares represented by the proxies solicited hereby will be voted on such matter in accordance with the best judgement of the persons voting by proxy.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing has been authorized by the Board of Directors of the Company, pursuant to resolutions passed as of December 3, 2015.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

Financial information concerning the Company is provided in its comparative financial statements and management's discussion and analysis ("MD&A") for the Company's most recently completed financial year ended June 30, 2015. Shareholders may contact the Company to request copies of the Company's financial statements and MD&A at its main telephone number at (604) 563-4225 or as follows:

Attention: Mr. Richard Whitehead
Fundamental Applications Corp.
Suite 242, 515 West Pender Street
Vancouver, BC V6B 6H5

SCHEDULE "A"

FUNDAMENTAL APPLICATIONS CORP. (the "Company")

Charter of the Audit Committee of the Board of Directors

Adopted by the Board of Directors on September 18, 2014

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.
- (b) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financially Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditors.* The Company's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the external auditors.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) *Direct Responsibility for Overseeing Work of Auditors.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (h) *Review Audited Financial Statements.* Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (i) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (j) *MD&A, Annual and Interim Earnings, Press Releases, Audit Committee Reports.* Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (k) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (l) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (m) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (n) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (o) *Litigation.* Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.
- (p) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

- (q) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (r) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

- (a) *Auditor.* The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.
- (b) *To Retain Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. Reporting

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;
- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and all other material matters dealt with by the Audit Committee.

SCHEDULE "B"

FUNDAMENTAL APPLICATIONS CORP.

INCENTIVE STOCK OPTION PLAN

Dated for Reference September 18, 2014

PART 1 INTERPRETATION

1.1 Definitions. In this Plan, the following words and phrases shall have the following meanings:

- (a) **"Affiliate"** means a company that is a parent or subsidiary of the Company, or that is controlled by the same person as the Company;
- (b) **"Board"** means the board of directors of the Company and includes any committee of directors appointed by the directors as contemplated by Section 3.1;
- (c) **"Change of Control"** means the acquisition by any person or by any person and a Joint Actor, whether directly or indirectly, of voting securities of the Company, which, when added to all other voting securities of the Company at the time held by such person or by such person and a Joint Actor, totals for the first time not less than 50% of the outstanding voting securities of the Company or the votes attached to those securities are sufficient, if exercised, to elect a majority of the Board;
- (d) **"Company"** means Fundamental Applications Corp.;
- (e) **"Consultant"** means an individual or Consultant Company, other than an Employee or Director, that:
 - (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an Affiliate, other than services provided in relation to a distribution of securities;
 - (ii) provides such services under a written contract between the Company or an Affiliate;
 - (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate; and
 - (ix) has a relationship with the Company or an Affiliate that enables the individual to be knowledgeable about the business and affairs of the Company;
- (f) **"Consultant Company"** means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;
- (g) **"CSE"** means the Canadian Securities Exchange;
- (h) **"Director"** means any director of the Company or any of its subsidiaries;

- (i) **“Eligible Person”** means a bona fide Director, Officer, Employee or Consultant, or a corporation wholly owned by such Director, Officer, Employee or Consultant;
- (j) **“Employee”** means:
 - (i) an individual who is considered an employee of the Company or a subsidiary of the Company under the Income Tax Act (and for whom income tax, employment insurance and CPP deductions must be made at source);
 - (ii) an individual who works full-time for the Company or a subsidiary of the Company providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source; or
 - (iii) an individual who works for the Company or a subsidiary of the Company on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions need not be made at source;
- (k) **“Exchange”** means the CSE or any other stock exchange on which the Shares are listed for trading;
- (l) **“Exchange Policies”** means the policies, bylaws, rules and regulations of the Exchange governing the granting of options by the Company, as amended from time to time;
- (m) **“Expiry Date”** means a date not later than 5 years from the date of grant of an option;
- (n) **“Income Tax Act”** means the *Income Tax Act* (Canada), as amended from time to time;
- (o) **“Insider”** has the meaning ascribed thereto in the Securities Act;
- (p) **“Investor Relations Activities”** means any activities, by or on behalf of the Company or a shareholder of the Company, that promote or reasonably could be expected to promote the purchase or sale of securities of the Company, but does not include:
 - (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Company
 - (A) to promote the sale of products or services of the Company, or
 - (B) to raise public awareness of the Company,that cannot reasonably be considered to promote the purchase or sale of securities of the Company;
 - (ii) activities or communications necessary to comply with the requirements of

- (A) applicable Securities Laws,
 - (B) the Exchange, or
 - (C) the bylaws, rules or other regulatory instruments of any self-regulatory body or exchange having jurisdiction over the Company;
- (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if
- (A) the communication is only through such newspaper, magazine or publication, and
 - (B) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (iv) activities or communications that may be otherwise specified by the Exchange;
- (q) **“Joint Actor”** means a person acting jointly or in concert with another person;
- (r) **“Optionee”** means the recipient of an option under this Plan;
- (s) **“Officer”** means any senior officer of the Company or any of its subsidiaries;
- (t) **“Plan”** means this incentive stock option plan, as amended from time to time;
- (u) **“Securities Act”** means the *Securities Act* (British Columbia), as amended from time to time;
- (v) **“Securities Laws”** means the acts, policies, bylaws, rules and regulations of the securities commissions governing the granting of options by the Company, as amended from time to time; and
- (w) **“Shares”** means the common shares of the Company without par value.

1.2 **Governing Law.** The validity and construction of this Plan shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

1.2 **Gender.** Throughout this Plan, whenever the singular or masculine or neuter is used, the same shall be construed as meaning the plural or feminine or body politic or corporate, and vice-versa as the context or reference may require.

PART 2 PURPOSE

2.1 **Purpose.** The purpose of this Plan is to attract and retain Directors, Officers, Employees and Consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under this Plan to purchase Shares.

PART 3
GRANTING OF OPTIONS

- 3.1 Administration. This Plan shall be administered by the Board or, if the Board so elects, by a committee (which may consist of only one person) appointed by the Board from its members.
- 3.2 Committee's Recommendations. The Board may accept all or any part of any recommendations of any committee appointed under Section 3.1 or may refer all or any part thereof back to such committee for further consideration and recommendation.
- 3.3 Board Authority. Subject to the limitations of this Plan, the Board shall have the authority to:
- (a) grant options to purchase Shares to Eligible Persons;
 - (b) determine the terms, limitations, restrictions and conditions respecting such grants;
 - (a) interpret this Plan and adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan as it shall from time to time deem advisable; and
 - (d) make all other determinations and take all other actions in connection with the implementation and administration of this Plan including, without limitation, for the purpose of ensuring compliance with Section 7.1, as it may deem necessary or advisable.
- 3.4 Grant of Option. A resolution of the Board shall specify the number of Shares that shall be placed under option to each Eligible Person; the exercise price to be paid for such Shares upon the exercise of such option; any applicable hold period; and the period, including any applicable vesting periods required by Exchange Policies or by the Board, during which such option may be exercised.
- 3.5 Written Agreement. Every option granted under this Plan shall be evidenced by a written agreement between the Company and the Optionee substantially in the form attached hereto as Schedule "A", containing such terms and conditions as are required by Exchange Policies and applicable Securities Laws, and, where not expressly set out in the agreement, the provisions of such agreement shall conform to and be governed by this Plan. In the event of any inconsistency between the terms of the agreement and this Plan, the terms of this Plan shall govern.
- 3.6 Withholding Taxes. If the Company is required under the Income Tax Act or any other applicable law to make source deductions in respect of Employee stock option benefits and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of any Shares upon the exercise of options, then any Optionee who is deemed an Employee shall:
- (a) pay to the Company, in addition to the exercise price for such options, the amount necessary to satisfy the required tax remittance as is reasonably determined by the Company;
 - (b) authorize the Company, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Company determines a portion of the Shares issued upon

the exercise of such options to realize proceeds to be used to satisfy the required tax remittance; or,

- (c) make other arrangements acceptable to the Company to satisfy the required tax remittance.

PART 4 RESERVE OF SHARES

- 4.1 Sufficient Authorized Shares to be Reserved. A sufficient number of Shares shall be reserved by the Board to permit the exercise of any options granted under this Plan. Shares that were the subject of any option that has lapsed or terminated shall thereupon no longer be in reserve and may once again be subject to an option granted under this Plan.
- 4.2 Maximum Number of Shares Reserved. Unless authorized by the shareholders of the Company, this Plan, together with all of the Company's other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Shares, shall not result, at any time, in the number of Shares reserved for issuance pursuant to options exceeding 10% of the issued and outstanding Shares as at the date of grant of any option under this Plan.
- 4.3 Limits with Respect to Individuals. The aggregate number of Shares subject to an option that may be granted to any one individual in any 12 month period under this Plan shall not exceed 5% of the issued and outstanding Shares determined at the time of such grant.
- 4.4 Limits with Respect to Consultants. The aggregate number of Shares subject to an option that may be granted to any one Consultant in any 12 month period under this Plan shall not exceed 2% of the issued and outstanding Shares determined at the time of such grant.
- 4.5 Limits with Respect to Investor Relations Activities. The aggregate number of Shares subject to an option that may be granted to any one person conducting Investor Relations Activities in any 12 month period under this Plan shall not exceed 2% of the issued and outstanding Shares determined at the time of such grant.

PART 5 CONDITIONS GOVERNING THE GRANTING AND EXERCISING OF OPTIONS

- 5.1 Exercise Price. Subject to a minimum price of \$0.10 per Share and Section 5.2, the exercise price of an option may not be less than the closing market price of the Shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the Exchange.
- 5.2 Exercise Price if Distribution. If any options are granted within 90 days of a public distribution by prospectus, then the minimum exercise price shall be the greater of that specified in Section 5.1 and the price per share paid by the investors for Shares acquired under the public distribution. The 90 day period shall commence on the date the Company is issued a final receipt for the prospectus.
- 5.3 Expiry Date. Each option shall, unless sooner terminated, expire on a date to be determined by the Board which shall not be later than the Expiry Date.

- 5.4 Different Exercise Periods, Prices and Number. The Board may, in its absolute discretion, upon granting an option under this Plan and subject to the provisions of Section 5.3, specify a particular time period or periods following the date of granting such option during which the Optionee may exercise the option and may designate the exercise price and the number of Shares in respect of which such Optionee may exercise the option during each such time period.
- 5.5 Termination of Employment. If a Director, Officer, Employee or Consultant ceases to be so engaged by the Company for any reason other than death, such Director, Officer, Employee or Consultant shall have the right to exercise any vested option granted to him under this Plan and not exercised prior to such termination within a period of 90 days after the date of termination, or such shorter period as may be set out in the Optionee's written agreement.
- 5.6 Termination of Investor Relations Activities. If an Optionee who is engaged in Investor Relations Activities ceases to be so engaged by the Company, such Optionee shall have the right to exercise any vested option granted to the Optionee under this Plan and not exercised prior to such termination within a period of 30 days after the date of termination, or such shorter period as may be set out in the Optionee's written agreement.
- 5.7 Death of Optionee. If an Optionee dies prior to the expiry of an option, his heirs or administrators may within 12 months from the date of the Optionee's death exercise that portion of an option granted to the Optionee under this Plan which remains vested and outstanding.
- 5.8 Assignment. No option granted under this Plan or any right thereunder or in respect thereof shall be transferable or assignable otherwise than as provided for in Section 5.7.
- 5.9 Notice. Options shall be exercised only in accordance with the terms and conditions of the written agreements under which they are granted and shall be exercisable only by notice in writing to the Company substantially in the form attached hereto as Schedule "B".
- 5.10 Payment. Options may be exercised in whole or in part at any time prior to their lapse or termination. Shares purchased by an Optionee upon the exercise of an option shall be paid for in full in cash at the time of their purchase.

PART 6 CHANGES IN OPTIONS

- 6.1 Share Consolidation or Subdivision. In the event that the Shares are at any time subdivided or consolidated, the number of Shares reserved for option and the price payable for any Shares that are then subject to option shall be adjusted accordingly.
- 6.2 Stock Dividend. In the event that the Shares are at any time changed as a result of the declaration of a stock dividend thereon, the number of Shares reserved for option and the price payable for any Shares that are then subject to option may be adjusted by the Board to such extent as it deems proper in its absolute discretion.
- 6.3 Effect of a Take-Over Bid. If a bona fide offer to purchase Shares (an "Offer") is made to an Optionee or to shareholders of the Company generally or to a class of shareholders which includes the Optionee, which Offer, if accepted in whole or in part, would result in the offeror becoming a control person of the Company, within the meaning of Section 1(1) of the Securities Act, the Company shall, upon receipt of notice of the Offer, notify each Optionee of full

particulars of the Offer, whereupon all Shares subject to option (the “**Option Shares**”) shall become vested and such option may be exercised in whole or in part by such Optionee so as to permit the Optionee to tender the Option Shares received upon such exercise pursuant to the Offer. However, if:

- (a) the Offer is not completed within the time specified therein including any extensions thereof; or
- (b) all of the Option Shares tendered by the Optionee pursuant to the Offer are not taken up or paid for by the offeror in respect thereof,

then the Option Shares received upon such exercise, or in the case of clause (b) above, the Option Shares that are not taken up and paid for, may be returned by the Optionee to the Company and reinstated as authorized but unissued Shares and with respect to such returned Option Shares, the option shall be reinstated as if it had not been exercised and the terms upon which such Option Shares were to become vested pursuant to Section 3.4 shall be reinstated. If any Option Shares are returned to the Company under this Section 6.3, the Company shall immediately refund the exercise price to the Optionee for such Option Shares.

- 6.4 Acceleration of Expiry Date. If, at any time when an option granted under this Plan remains unexercised with respect to any unissued Option Shares, an Offer is made by an offeror, the Board may, upon notifying each Optionee of full particulars of the Offer, declare all Option Shares issuable upon the exercise of options granted under this Plan vested, and declare that the Expiry Date for the exercise of all unexercised options granted under this Plan is accelerated so that all options shall either be exercised or shall expire prior to the date upon which Shares must be tendered pursuant to the Offer.
- 6.5 Effect of a Change of Control. If a Change of Control occurs, all outstanding options shall become vested, whereupon such options may be exercised in whole or in part by the applicable Optionee.
- 6.6 Other Stock Exchange Listing. In the event that the Company applies or intends to apply for listing on a stock exchange other than the CSE and, based on the policies and requirements of the other stock exchange, the Company believes that any or all options granted hereunder will not be accepted or approved by the other stock exchange, then the Company may, in its sole discretion, immediately cancel any or all options that remains outstanding to meet the listing requirements of the other stock exchange. If the Company cancels any such options pursuant to this Section 6.6, then no compensation will be owed by the Company to the applicable Optionee.
- 6.7 Approval and Cancellation. In the event that approval from the CSE or other stock exchange, as applicable, is not received for the grant of any options hereunder, each Optionee agrees that the Company may immediately cancel any or all such options that remains outstanding. If the Company cancels any of such options pursuant to this Section 6.7, then no compensation shall be owed by the Company to the applicable Optionee.

PART 7 SECURITIES LAWS AND EXCHANGE POLICIES

- 7.1 Securities Laws and Exchange Policies Apply. This Plan and the granting and exercise of any options hereunder are also subject to such other terms and conditions as are set out from time

to time in applicable Securities Laws and Exchange Policies and such terms and conditions shall be deemed to be incorporated into and become a part of this Plan. In the event of an inconsistency between such terms and conditions and this Plan, such terms and conditions shall govern. In the event that the Shares are listed on a new stock exchange, in addition to the terms and conditions set out from time to time in applicable Securities Laws, the granting or cancellation of options shall be governed by the terms and conditions set out from time to time in the policies, bylaws, rules and regulations of the new stock exchange and unless inconsistent with the terms of this Plan, the Company shall be able to grant or cancel options pursuant to the policies, bylaws, rules and regulations of such new stock exchange without requiring shareholder approval.

PART 8 AMENDMENT

- 7.1 Board May Amend. The Board may, by resolution, amend or terminate this Plan, but no such amendment or termination shall, except with the written consent of the Optionees concerned, affect the terms and conditions of options previously granted under this Plan which have not then lapsed, terminated or been exercised.
- 7.2 Exchange Approval. Any amendment to this Plan or options granted pursuant to this Plan shall not become effective until such Exchange and shareholder approval as is required by Exchange Policies and applicable Securities Laws has been received.
- 8.3 Amendment to Insider's Options. Any amendment to options held by Insiders which results in a reduction in the exercise price of the options at the time of the amendment shall be conditional upon obtaining disinterested shareholder approval for that amendment.

PART 9 EFFECT OF PLAN ON OTHER COMPENSATION OPTIONS

- 9.1 Other Options Not Affected. This Plan is in addition to any other existing stock options granted prior to and outstanding as at the date of this Plan and shall not in any way affect the policies or decisions of the Board in relation to the remuneration of Directors, Officers, Employees and Consultants.

PART 10 OPTIONEE'S RIGHTS AS A SHAREHOLDER

- 10.1 No Rights Until Option Exercised. An Optionee shall be entitled to the rights pertaining to share ownership, such as to dividends, only with respect to Shares that have been fully paid for and issued to the Optionee upon the exercise of an option.

PART 11 EFFECTIVE DATE OF PLAN

- 11.1 Effective Date. This Plan shall become effective upon its approval by the Board.

SCHEDULE "C"

FUNDAMENTAL APPLICATIONS CORP.

Alteration of Articles to Include Advance Notice Provision - Nomination of Directors -

WHEREAS the Company wishes to amend its Articles to add certain provisions to provide shareholders, directors and management of the Company with direction on the procedure for shareholder nomination of directors and to provide a framework under which a deadline is fixed by which holders of record of common shares of the Company must submit written director nominations to the Company prior to any annual or special meeting of shareholders and to set forth the information that a shareholder must include in the written nomination notice to the Company in order for that notice to be in proper written form.

NOW, THEREFORE, BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. The existing Articles of the Company are hereby altered and amended by inserting as Article 14.12, the Advance Notice Provision;
2. The board of directors of the Company be and is hereby authorized, in its sole discretion, to amend or modify Article 14.12 from time to time, without further shareholder approval, to reflect changes as may be required by securities regulatory agencies or stock exchanges, to conform to industry standards, or as otherwise determined to be in the best interest of the Company and its shareholders; and
3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolution.

14.12 Advance Notice of Nomination of Directors

Subject only to the *Business Corporations Act*, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders, if one of the purposes for which the special meeting was called was the election of directors.

In order to be eligible for election to the board at any annual meeting or special meeting of shareholders, persons must be nominated in accordance with one of the following procedures:

- (a) by or at the direction of the board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a valid proposal made in accordance the provisions of the *Business Corporations Act*, or a requisition of the shareholders made in accordance with the *Business Corporations Act*; or
- (c) by any person (a "Nominating Shareholder"):
 - (i) who, at the close of business on the date of the giving of the notice provided for below in this Article 14.12 and on the record date for notice of such meeting, is

entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and

- (ii) who complies with the notice procedures set forth below in this Article 14.12.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given (a) timely notice thereof in proper written form to the Corporate Secretary of the Company at the principal executive offices of the Company in accordance with this Article 14.12 and (b) the representation and agreement with respect to each candidate for nomination as required by, and within the time period specified in this Article 14.12.

To be timely under this Article 14.12, a Nominating Shareholder's notice to the Corporate Secretary of the Company must be made: (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the tenth (10th) day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders, or the announcement thereof, or the reconvening of any adjourned or postponed meeting of shareholders commence a new time period for the giving of a Nominating Shareholder's notice as described above. Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Section 14.12.

To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Company, under this Article 14.12, must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation and employment history for the past five years of the person;
 - (iii) the citizenship of such person;
 - (iv) a personal information form in the form prescribed by the appropriate securities exchange;
 - (v) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (vi) a statement as to whether such person would be "independent" of the Company (within the meaning of applicable securities law) if elected as a director at such meeting and the reasons and basis for such determination;
 - (vii) confirmation that such person is not prohibited or disqualified from acting as a director; and
 - (viii) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election

of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below); and

- (b) as to the Nominating Shareholder giving the notice:
 - (i) any information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws (as defined below); and
 - (ii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice.

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, or such proposed nominee.

To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in this Article 14.12 and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Corporate Secretary of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the meeting of shareholders, a written representation and agreement (in form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director (and, if requested by any candidate for nomination, the Corporate Secretary of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).

No person shall be eligible for election as a director of the Company unless nominated in accordance with this Article 14.12; provided, however, that nothing in this Article 14.12 shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the *Business Corporation Act* or at the discretion of the chair of the meeting. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

For purposes of this Article 14.12:

- (a) "Affiliate", when used to indicate a relationship with a person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person;
- (b) "Applicable Securities Laws" means the *Securities Act* (Ontario) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and

notices of the securities commissions and similar regulatory authorities of each of the applicable provinces and territories of Canada;

- (c) “Associate”, when used to indicate a relationship with a specified person, shall mean (i) any corporation or trust of which such person owns beneficially, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of such corporation or trust for the time being outstanding, (ii) any partner of that person, (iii) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity, (iv) a spouse of such specified person, (v) any person of either sex with whom such specified person is living in conjugal relationship outside marriage or (vi) any relative of such specified person or of a person mentioned in clauses (iv) or (v) of this definition if that relative has the same residence as the specified person;
- (d) “Derivatives Contract” shall mean a contract between two parties (the “Receiving Party” and the “Counterparty”) that is designed to expose the Receiving Party to economic benefits and risks that correspond substantially to the ownership by the Receiving Party of a number of shares in the capital of the Corporation or securities convertible into such shares specified or referenced in such contract (the number corresponding to such economic benefits and risks, the “Notional Securities”), regardless of whether obligations under such contract are required or permitted to be settled through the delivery of cash, shares in the capital of the Corporation or securities convertible into such shares or other property, without regard to any short position under the same or any other Derivatives Contract. For the avoidance of doubt, interests in broad-based index options, broad-based index futures and broad-based publicly traded market baskets of stocks approved for trading by the appropriate governmental authority shall not be deemed to be Derivatives Contracts;
- (e) “Meeting of Shareholders” shall mean such annual shareholders meeting or special shareholders meeting, whether general or not, at which one or more persons are nominated for election to the board by a Nominating Shareholder;
- (f) “owned beneficially” or “owns beneficially” means, in connection with the ownership of shares in the capital of the Corporation by a person, (i) any such shares as to which such person or any of such person’s Affiliates or Associates owns at law or in equity, or has the right to acquire or become the owner at law or in equity, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, upon the exercise of any conversion right, exchange right or purchase right attaching to any securities, or pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (ii) any such shares as to which such person or any of such person’s Affiliates or Associates has the right to vote, or the right to direct the voting, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (iii) any such shares which are beneficially owned, directly or indirectly, by a Counterparty (or any of such Counterparty’s Affiliates or Associates) under any Derivatives Contract (without regard to any short or similar position under the same or any other Derivatives Contract) to which such person or any of such person’s Affiliates or Associates is a Receiving Party; provided, however that the number of shares that a person owns beneficially pursuant to this clause (iii) in connection with a particular Derivatives Contract shall not exceed the number of Notional Securities with respect to such Derivatives Contract; provided,

further, that the number of securities owned beneficially by each Counterparty (including their respective Affiliates and Associates) under a Derivatives Contract shall for purposes of this clause be deemed to include all securities that are owned beneficially, directly or indirectly, by any other Counterparty (or any of such other Counterparty's Affiliates or Associates) under any Derivatives Contract to which such first Counterparty (or any of such first Counterparty's Affiliates or Associates) is a Receiving Party and this proviso shall be applied to successive Counterparties as appropriate; and (iv) any such shares which are owned beneficially within the meaning of this definition by any other person with whom such person is acting jointly or in concert with respect to the Corporation or any of its securities; and

- (g) "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation or its agents under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com.

Notwithstanding any other provision of this Article 14.12, notice or any delivery given to the Corporate Secretary of the Company pursuant this Article 14.12 may only be given by personal delivery, facsimile transmission or by email (provided that the Corporate Secretary of the Corporation has stipulated an email address for purposes of this notice, at such email address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described in this Article 14.12 or the delivery of a representation and agreement as described in this Article 14.12.

SCHEDULE "D"

FUNDAMENTAL APPLICATIONS CORP.

Suite 1820 – 925 West Georgia Street
Vancouver, B.C. V6C 3L2
(The "Company")

NOTICE OF CHANGE OF AUDITOR

(The "Notice")

To: Charlton & Co. Chartered Accountants
And To: DMCL LLP Chartered Professional Accountants

1. The directors of the Company do not propose to re-appoint Charlton & Co. Chartered Accountants, as auditors for the Company; and
2. The directors of the Company propose to appoint DMCL LLP Chartered Professional Accountants, as auditors of the Company, effective August 20, 2015, to hold office until the next annual meeting of the Company.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company confirms that:

1. Charlton & Co. Chartered Accountants was asked to resign as auditor of the Company, effective August 20, 2015, to facilitate the appointment of DMCL LLP Chartered Professional Accountants of Suite 1500 – 1140 West Pender Street, Vancouver, B.C. V6E 4G1;
2. Charlton & Co. Chartered Accountants has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Charlton & Co. Chartered Accountants issued an audit report in respect of the Company and the date of this Notice;
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which Charlton & Co. Chartered Accountants issued an audit report in respect of the Company and the date of this Notice; and
4. The Notice and Auditor's letters have been reviewed by the Audit Committee and the Board of Directors.

Dated as of the 20th day of August, 2015

FUNDAMENTAL APPLICATIONS CORP.

"Richard Whitehead"

Richard Whitehead, CEO and Director

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURNARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

The logo for Charlton & Company, featuring the word "charlton" in a white, lowercase, sans-serif font on a dark blue square background.

charlton & company
CHARTERED ACCOUNTANTS

August 20, 2015

British Columbia Securities Commission
Alberta Securities Commission
Canadian Securities Exchange

Dear Sirs/Mesdames:

Re: Change of Auditor for Fundamental Applications Corp. (the "Company")

In accordance with National Instrument 51-102, we have reviewed the Company's Notice of Change of Auditor (the "Notice") dated August 20, 2015, and based on our knowledge of the information at the time, we agree with the information contained in the Notice.

We understand that the Notice, this letter and a similar letter from the successor auditor will be included in the Information Circular to be mailed to the shareholders of the Company for the next meeting of shareholders of the Company at which action is to be taken concerning the change of auditor.

Yours truly,

Charlton & Company

Per: Signed "*Robert G. Charlton*"



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

VANCOUVER
1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
TEL 604,687,4747 | FAX 604,689,2778

TRICITIES
700 – 2755 Loughead Hwy,
Port Coquitlam, BC V3B 5Y9
TEL 604,941,8268 | FAX 604,941,0871

WHITE ROCK
301 – 1656 Martin Drive
White Rock, BC V4A 6E7
TEL 604,531,1164 | FAX 604,538,2613

WWW.DMCL.CA

August 20, 2015

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
9TH Floor – 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Canadian Securities Exchange
9TH Floor – 220 Bay Street
Toronto, ON M5J 2W4

Alberta Securities Commission
Suite 600, 250 – 5th Street S.W.
Calgary, Alberta T2P 0R4

Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8

Dear Sirs:

Re: **Fundamental Applications Corp. (the "Company")**
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated August 20, 2015 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS & BUSINESS ADVISORS

PARTNERSHIP OF:

VANCOUVER Robert J. Burkart, Inc. Kenneth P. Chong Inc. Alvin F. Dale Ltd. Donald L. Furney, Ltd. David J. Goertz, Inc. Matthew G. Gosden, Inc. Barry S. Harley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Lorraine W. Rinfret, Inc. Brad A. Robin Inc.
WHITE ROCK Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. TRICITIES Fraser G. Ross, Ltd. Brian A. Shaw Inc.