

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Fundamental Applications Corp. (the “**Company**”)
Suite 242, 515 West Pender Street
Vancouver, BC
Canada V6B 6H5

Item 2 Date of Material Change

September 6, 2016

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch and Baystreet on September 6, 2016.

Item 4 Summary of Material Change

The Company announced that further to its press release of July 28, 2016, it has entered into a share exchange agreement dated August 30, 2016 (the “**Share Exchange Agreement**”), with Opinit LLC (“**Opinit**”), pursuant to which Fundamental has agreed to acquire all of the issued and outstanding securities of Opinit (the “**Transaction**”).

In consideration for the Transaction, and on closing thereof, the Company will issue an aggregate of 3,500,000 common shares in the capital of the Company (the “**Shares**”) pro rata to the Opinit shareholders at a deemed price of \$0.20 per Share. In addition, the security holders of Opinit will be issued up to an additional 4,000,000 Shares upon the satisfaction of certain performance milestones, as detailed in the Share Exchange Agreement. The Shares will be subject to escrow conditions and/or resale restrictions as required by applicable securities laws and the policies of the Canadian Securities Exchange (the “**CSE**”).

The completion of the Transaction is subject to a number of conditions, including but not limited to, completion of satisfactory due diligence by both Fundamental and Opinit, approval of the Transaction by the respective boards of directors, and regulatory approvals, including the approval of the CSE. There can be no assurance that the Transaction will be completed as proposed or at all.

The Company intends to issue up to 375,000 common shares (the “**Finder Shares**”) to an arm’s length third party in connection with the Transaction. The Finder Shares will be subject to a four-month hold period in accordance with applicable securities laws.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the press release attached as Schedule “A” for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Bradley Moore
Chief Executive Officer and Director
Telephone: (514) 561-9091

Item 9 Date of Report

September 6, 2016

SCHEDULE "A"



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

FUNDAMENTAL APPLICATIONS FINALIZES ACQUISITION OF OPINIT LLC

Vancouver, British Columbia, Canada, September 6, 2016 - **Fundamental Applications Corp.** ("**Fundamental**") (CSE:FUN, FSE:2FA, OTCQB: FUAPF), a leading developer of innovative smartphone applications targeted toward millennials, is pleased to announce that further to its press release of July 28, 2016, it has entered into a share exchange agreement dated August 30, 2016 (the "**Share Exchange Agreement**"), with Opinit LLC ("**Opinit**"), pursuant to which Fundamental has agreed to acquire all of the issued and outstanding securities of Opinit (the "**Transaction**").

Upon completion of the Opinit acquisition, Fundamental will integrate its Foro, Opinit and Truth apps. A seamless single sign-on process will enable students globally to create Opinit posts of their daily life which will showcase Foro products posts of similar interests on its feeds. Truth's chat app feature will enable students real time texting capabilities between both Foro and Opinit apps. Retailers and lifestyle brands will be invited to offer student discounts of relevant products to these posts on 6,000 plus university campus portals to Fundamental's combined user base of approximately 210,000 users.

"Through this coming together of great technologies, millions of like-minded students globally will have the ultimate online college experience," states Fundamental CEO Brad Moore. "As Instagram and Facebook complement each other and a single sign-on process gives Facebook and Messenger users simplicity of use, interconnecting our three great apps will create an unmatched level of fun and engagement for students. This tailored experience will drive not only substantial usage but also our revenue model with advertisers."

"We believe that coming under the Fundamental umbrella will allow Opinit to thrive," states Opinit co-founder Paolo Fidanza. "Matching Opinit innovative content creating, tagging and sharing tools with Foro for easy transactional capabilities will provide a unique experience to university students globally. I am very excited to be able to join a very talented team and to help take university-centred online commerce to a new level."

About the Transaction

In consideration for the Transaction, and on closing thereof, Fundamental will issue an aggregate of 3,500,000 common shares in the capital of Fundamental (the "**Shares**") pro rata to the Opinit shareholders at a deemed price of \$0.20 per Share. In addition, the security holders of Opinit will be issued up to an additional 4,000,000 Shares upon the satisfaction of certain performance milestones, as detailed in the Share Exchange Agreement. The Shares will be subject to escrow conditions and/or resale restrictions as required by applicable securities laws and the policies of the Canadian Securities Exchange (the "**CSE**").

The completion of the Transaction is subject to a number of conditions, including but not limited to, completion of satisfactory due diligence by both Fundamental and Opinit, approval of the Transaction by the respective boards of directors, and regulatory approvals, including the approval of the CSE. There can be no assurance that the Transaction will be completed as proposed or at all.

Fundamental intends to issue up to 375,000 common shares (the “**Finder Shares**”) to an arm’s length third party in connection with the Transaction. The Finder Shares will be subject to a four-month hold period in accordance with applicable securities laws.

A copy of the Share Exchange Agreement will be filed on SEDAR at www.sedar.com.

None of the Shares to be issued pursuant to the Share Exchange Agreement have been or will be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and any Shares issued pursuant to the Share Exchange Agreement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and applicable exemptions under state securities laws. In addition, the Shares to be issued pursuant to the Share Exchange Agreement under an exemption from the registration requirements of the U.S. Securities Act will be “restricted securities” as defined under Rule 144(a)(3) of the U.S. Securities Act and will contain the appropriate restrictive legend as required under the U.S. Securities Act.

Opinit LLC is a Delaware organized, Los Angeles-based technology firm that has developed and launched a mobile web content sharing platform. The Opinit application totes an emotions-based content discovery algorithm that hosts nearly 30,000 users across the United States and Europe.

The CSE has in no way opined on the proposed Transaction and has neither approved nor disapproved the contents of this press release.

About Fundamental

Fundamental Applications Corp. (CSE:FUN, FSE:2FA, OTCQB: FUAPF) designs, develops, markets, and acquires innovative mobile applications targeted at the “Millennials” generation, people born in an age of digital technology, internet access, and smart phones. This demographic is an early adopter of mobile technology, has significant discretionary income, and is lifestyle driven with a willingness to try new things. Fundamental’s three leading mobile platforms are Foro, a peer-to-peer mobile ecommerce marketplace; Truth, a one-to-one anonymous messaging app previously listed in the top 100 social networking apps in the Apple App Store; and SerumTM, an app that enables users to post questions to their friends and receive answers anonymously.

For more information about Fundamental Applications Corp., visit online at www.FunAppCorp.com, or review its company profiles on the SEDAR website (www.sedar.com) and on the CSE website (www.thecse.com). To schedule an interview, please contact:

Bradley Moore

Chief Executive Officer

Telephone: 514.561.9091

Email: bmoore@theforo.com

www.FunAppCorp.com

The CSE has not reviewed and does not accept responsibility for the adequacy and accuracy of this information. The Company has no intention or obligation to update or revise any forward looking statements due to new information or events.

This news release does not constitute an offer to sell or a solicitation of an offer to buy securities of Fundamental nor shall there be any sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward-Looking Information:

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