

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

Item 1 Name and Address of Company

Fundamental Applications Corp. (the “Company”)
Suite 830, 1100 Melville Street
Vancouver, BC
Canada V6E 4A6

Item 2 Date of Material Change

December 7, 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 December 7, 2016.

Item 4 Summary of Material Change

The Company announced it had closed the second and final tranche of a non-brokered private placement and issued shares in settlement of debt.

Pursuant to the non-brokered private placement offering, the Company issued 623,727 units at a price of \$0.11 per unit for gross proceeds of \$68,610. Each unit consisted of one (1) common share and one-half (1/2) of a common share purchase warrant, whereby each full warrant entitles the holder to purchase one additional common share of the Company for a period of two (2) years from closing at an exercise price of \$0.30 per share. Proceeds from the private placement will be used for general working capital and corporate purposes.

In addition, the Company announced it had settled debt in an aggregate amount of \$100,000 in exchange for the issuance of 909,090 shares to creditors, both of which were related parties. The debt settlement is based on a deemed price of \$0.11 per share. No warrants were issued in connection with the debt settlement.

The Company determined it was best to reduce its debt at this time by the issuance of shares in order to preserve its cash for operations and is relying on exemptions from the prospectus requirements and applicable securities laws to issue the shares.

All securities issued in connection with the private placement offering and debt settlement are subject to a hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

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

December 8, 2016

SCHEDULE "A"

fundamental

APPLICATIONS CORP.

PO Box 43, Suite 830, 1100 Melville Street

Vancouver, BC V6E 4A6

www.FunAppCorp.com

FUNDAMENTAL APPLICATIONS CORP. CLOSSES FINAL TRANCHE OF PRIVATE PLACEMENT AND DEBT SETTLEMENT

Vancouver, British Columbia, Canada – December 7, 2016 – Fundamental Applications Corp. (“**Fundamental**” or the “**Company**”) (CSE: FUN, FSE: 2FA, OTCQB: FUAPF), a leading developer of innovative smartphone applications targeted toward millennials, announces that that it has closed the second and final tranche of a non-brokered private placement and issued shares in settlement of debt.

Pursuant to the non-brokered private placement offering, the Company has issued 623,727 units at a price of \$0.11 per unit for gross proceeds of \$68,610. Each unit consists of one (1) common share and one-half (1/2) of a common share purchase warrant, whereby each full warrant entitles the holder to purchase one additional common share of the Company for a period of two (2) years from closing at an exercise price of \$0.30 per share. Proceeds from the private placement will be used for general working capital and corporate purposes.

In addition, the Company announces it has settled debt in an aggregate amount of \$100,000 in exchange for the issuance of 909,090 shares to several creditors, both of which are related parties. The debt settlement is based on a deemed price of \$0.11 per share. No warrants were issued in connection with the debt settlement.

The Company determined it was best to reduce its debt at this time by the issuance of shares in order to preserve its cash for operations and is relying on exemptions from the prospectus requirements and applicable securities laws to issue the shares.

All securities issued in connection with the private placement offering and debt settlement are subject to a hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

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; and Opinit, an app that enables users to create and share emotion driven content.

To learn more about Fundamental Applications Corp., please visit www.FunAppCorp.com, or review its company profile on the SEDAR website (www.sedar.com) and on the CSE website (www.thecse.com).

Investor Relations Contact:

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Chief Executive Officer
514.561.9091
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www.FunAppCorp.com

Forward-Looking Information

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