

**FORM 51-102F3**

**Material Change Report**

**1. Name and Address of Company:**

Chemistree Technology Inc.  
P.O. Box 10322, Pacific Centre  
Suite 810 – 609 Granville Street  
Vancouver, BC V7Y 1G5

(the "Company")

**2. Date of Material Change:**

June 15, 2020

**3. News Release:**

News releases were disseminated on June 15 and June 18, 2020 and were subsequently filed on SEDAR.

**4. Summary of Material Change:**

Chemistree Technology Inc. (Canadian Securities Exchange: CHM and CHM.WT) (US OTCQB: CHMJF) (the "Company" or "Chemistree") announced that the Company has entered into a Binding Letter of Intent (the "LOI") to invest up to \$1 million in a new and exciting biotech start up focused on developing products to enhance immunological responsiveness. Further to its announcement on June 15, 2020, the Company is pleased to introduce ImmunoFlex Therapeutics Inc. ("ImmunoFlex") and provide a complete description of the investment per the Binding Letter of Intent.

ImmunoFlex is a team unified around a common goal of working with the immune system to prevent and combat disease. The first products are designed to improve the way the world prevents and treats viral infection. ImmunoFlex works to find solutions for people who want to enhance the preparedness of their immune function in defence and combat viral infection; preventing occurrences, and decreasing the severity of viral infections. By learning from the immune system, ImmunoFlex develops products that leverage existing compounds previously unknown ability to provide immune preparedness and resilience

**5. Full Description of Material Change:**

Chemistree Technology Inc. (Canadian Securities Exchange: CHM and CHM.WT) (US OTCQB: CHMJF) (the "Company" or "Chemistree") announced that the Company has entered into a Binding Letter of Intent (the "LOI") to invest up to \$1 million in a new and exciting biotech start up focused on developing products to enhance immunological responsiveness. Further to its announcement on June 15, 2020, the Company is pleased to introduce ImmunoFlex Therapeutics Inc. ("ImmunoFlex") and provide a complete description of the investment per the Binding Letter of Intent.

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For the past three months, Chemistree has been regularly solicited with requests for funding by ventures proposing treatments or products related to the current pandemic, most of which lacked the team and development that ImmunoFlex displays. Chemistree's management immediately recognized that the ImmunoFlex team had been working on immunological and virological therapeutics well before the outbreak of the global pandemic. It is this level of high-quality scientific research and logical product development in the field of immune system response that makes ImmunoFlex an important and timely investment.

Chemistree President Karl Kottmeier commented, "We are thrilled to be the primary seed investors into ImmunoFlex.. The timeliness of the products under development, driven by the tremendous collective experience and successes of the ImmunoFlex management team makes this truly a compelling investment for Chemistree. It is rare for a small company like Chemistree to get a chance to provide funding to a start up like ImmunoFlex. The track record of Dr. Vernon Oi alone as one of Stanford University's most prolific patent filers and royalty generators would normally place this out of reach for Chemistree. Fortunately, our positioning as a cannabis-focused investment company and ideal timing made this possible. I encourage shareholders and interested investors to go to [www.immunoflex.com](http://www.immunoflex.com) to get a full understanding of this exciting new opportunity."

ImmunoFlex CEO Chris Wagner stated, "ImmunoFlex works with the immune system to prevent and combat disease. We started with a shared interest in understanding the immune system and how different compounds have the potential to strengthen, support, and enhance our bodies natural surveillance system. Our research led us to form ImmunoFlex, where we develop and commercialize novel patented products that counteract weakened immune systems and diminished immune repertoire caused by a lifetime of battling viruses and disease. We are using genomics and other modern scientific tools to repurpose existing natural health products and studying their ability to enhance the human immune system and its capacity to prevent and combat viral infections. Our first product launch, targeted for late 2020, is pharmaceutical grade and designed to improve adaptive immunity biomarkers. We believe this product will become especially important for researchers, clinical users, and people interested in enhancing their immune system's ability to respond to new threats. Chemistree's support of ImmunoFlex is a strong signal from professional investors who believe we can improve the health of a large group of people."

Chemistree's investment in ImmunoFlex is subject to confirmatory due diligence and the completion of a definitive investment agreement. The investment includes an initial common share purchase of \$500,000, together with Chemistree being granted a gross sales royalty on ImmunoFlex's North American sales; a further \$500,000 second tranche common share

purchase is conditional on certain performance by ImmunoFlex. In addition, Chemistree is entitled to anti-dilution pre-emptive rights and to appoint one person to ImmunoFlex's board of directors.

### **About Chemistree Technology Inc.**

Chemistree Technology Inc. is an investment company dedicated to the U.S. cannabis sector, endeavoring to provide turn-key solutions for the regulated cannabis industry. The Company's corporate strategy is to acquire and develop vertically integrated cannabis assets and to invest in other cannabis-related opportunities, leveraging management's decades of expertise in the cannabis industry and corporate finance.

For more information, visit [www.Chemistree.ca](http://www.Chemistree.ca).

### **Advisory**

The Company wishes to inform shareholders that there are significant legal restrictions and regulations that govern the cannabis industry in both Canada and the United States.

Cannabis-related Practices or Activities are Illegal Under U.S. Federal Laws.

The concepts of "medical cannabis" and "recreational cannabis" do not exist under U.S. federal law. The Federal Controlled Substances Act classifies "marihuana" as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for the use of the drug under medical supervision. As such, cannabis related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. federal law. Strict compliance with state laws with respect to cannabis will neither absolve the Company of liability under U.S. federal law, nor will it provide a defence to any federal proceeding which may be brought against the Company. Enforcement of U.S. federal laws will be a significant risk to the business of the Company and any such proceedings brought against the Company may adversely affect the Company's operations and financial performance.

Further information regarding the legal status of cannabis related activities and associated risk factors, including, but not limited to, risk of enforcement actions, risks that third-party service providers, such as banking or financial institutions cease providing services to the Company, and the risk that Company may not be able to distribute profits, if any, from U.S. operations up to the Company, are included in the Prospectus, the Company's annual information form and other documents incorporated by reference therein and in the Company's Form 2A listing statement filed with the CSE and available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com)

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Douglas Ford, CFO  
Telephone: (604) 678-8941

9. **Date of Report:**

June 18, 2020

**CHEMISTREE TECHNOLOGY INC.**

By: "Douglas Ford"  
Chief Financial Officer  
(Official Capacity)  
Douglas Ford  
(Please print here name of individual whose  
signature appears above.)