

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

Chemesis International Inc. (“**Chemesis**” or the “**Company**”)  
2710 – 200 Granville Street  
Vancouver, BC V6C 1S4

**ITEM 2. Date of Material Change**

March 1, 2019

**ITEM 3. News Release**

Chemesis disseminated a news release in respect of the material change on March 1, 2019, such news release was subsequently filed on SEDAR.

**ITEM 4. Summary of Material Change**

On March 1, 2019, Chemesis announced completion of a private placement (the “**Private Placement**”) of 1,500,000 units (the “**Units**”) at a price of \$1.84 per Unit, for aggregate gross proceeds of \$2,760,000. Each Unit is comprised of one common share and one common share purchase warrant (the “**Warrants**”). Each Warrant is exercisable for one common share at a price of \$2.50 until March 1, 2024.

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

On March 1, 2019, Chemesis completed the Private Placement, pursuant to which it issued 1,500,000 Units at a price of \$1.84 per Unit, for aggregate gross proceeds of \$2,760,000. Each Unit is comprised of one common share and one Warrant, with each Warrant exercisable for one common share at a price of \$2.50 until March 1, 2024.

The securities referred to herein will not be or have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**ITEM 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

This report is not being filed on a confidential basis.

**ITEM 7. Omitted Information**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. Executive Officer**

Edgar Montero, CEO and Director

ir@chemesis.com  
www.chemesis.com  
(604) 398-3378

**ITEM 9. Date of Report**

March 4, 2019

*The CSE has not reviewed, approved or disapproved the content of this material change report.*