

**FORM 51-102F3**  
**Material Change Report**

**Item 1.           Reporting Issuer**

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

**Item 2.           Date of Material Change**

March 30, 2019.

**Item 3.           Press Release**

On April 1, 2019, a news release in respect of the material change was disseminated by the Company.

**Item 4.           Summary of Material Change**

On March 30, 2019, the Company entered into a share exchange agreement (the “**Share Exchange Agreement**”) with GSRX Industries Inc. (“**GSRX**”). Pursuant to the Share Exchange Agreement, the Company issued an aggregate of 7,291,874 common shares in the capital of the Company (the “**Chemesis Shares**”) to GSRX in exchange for 11,666,998 common shares in the capital of GSRX (the “**GSRX Shares**”).

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

On March 30, 2019, the Company entered into the Share Exchange Agreement. Pursuant to the Share Exchange Agreement, the Company issued an aggregate of 7,291,874 Chemesis Shares to GSRX in exchange for 11,666,998 GSRX Shares (the “**Share Exchange**”).

The Share Exchange is subject to a mutual leak out, whereby, beginning six (6) months after April 11, 2019, GSRX will be able to sell up to 1,215,313 Chemesis Shares, and the Company will be able to sell 1,944,5000 GSRX Shares every six (6) months, subject to compliance with applicable securities laws and stock exchange rules.

As a result of the Share Exchange, the Company has acquired 11,666,998 GSRX Shares, representing approximately 19.9% of the issued and outstanding common shares in the capital of GSRX and GSRX has acquired 7,291,874 Chemesis Shares, representing approximately 8.56% of the issued and outstanding common shares in the capital of the Company.

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

The report is not being filed on a confidential basis.

**Item 7. Omitted Information**

No information has been omitted.

**Item 8. Executive Officer**

Edgar Montero, CEO & Director  
ir@chemesis.com  
www.chemesis.com  
(604) 398-3378

**Item 9. Date of Report**

DATED April 22, 2019.

**Forward-Looking Information**

*Statements included in this report, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as, "forward-looking statements". Forward-looking statements may be identified by words including "anticipates", "believes", "intends", "estimates", "expects" and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company's future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements.*