

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

**Item 1            Name and Address of Company**

Chemesis International Inc. (the “Company”)  
Suite 2710, 200 Granville Street  
Vancouver, British Columbia, V6C 1S4

**Item 2            Date of Material Change**

September 24, 2019

**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 GlobeNewswire on September 24, 2019.

**Item 4            Summary of Material Change**

The Company announced the appointment of Josh Rosenberg to its Board of Directors. Mr. Rosenberg is a seasoned corporate executive with a proven track record in global foodservice and other product distribution and executive leadership.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

Please see the news 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**

Eli Dusenbury, Chief Financial Officer  
Telephone: 604-398-3378

**Item 9            Date of Report**

September 26, 2019

## SCHEDULE "A"



### **Chemesis International Inc. Appoints Josh Rosenberg to its Board of Directors**

*Josh Rosenberg, a proven executive whose experience includes global distribution & executive leadership, joins Chemesis Board*

**September 24, 2019**

**Vancouver, BC – Chemesis International Inc. (CSE: [CSI](#)) (OTC: [CADMF](#)) (FRA: [CWAA](#)) (the “Company” or “Chemesis”)**, announces the appointment of Josh Rosenberg to its Board of Directors. Mr. Rosenberg is a seasoned corporate executive with a proven track record in global foodservice and other product distribution and executive leadership. Josh led the successful buyout of Accent Food Services and transitioned the enterprise to private equity ownership and management, ultimately spearheading a major strategic shift in customer strategy and company culture which resulted in Accent progressing from a single state operator to one of the largest multi-state operations in the Unattended Retail Industry. During Josh’s six years at the helm, the company grew top line revenue by more than six-fold, expanded operations to cover 11 U.S. states, and grew to encompass more than 600 associates, 14,000 customers, and the service of more than 750,000 customers a day.

Mr. Rosenberg was also an Executive in the Coca-Cola System, where he led a non-traditional route to market for the foodservice division of the Coca-Cola Company after heading their \$700 million, multi-channel business. Over a progressive 18-year career, Josh rose through the ranks of the Coca Cola System, starting as a merchandiser and holding roles in sales, operations, commercial strategy, and call center management.

Josh holds a Marketing degree from Madison University, completed the KPMG QuantumShift ‘Most Promising Top 40 Entrepreneurs Program’, as well as the ‘Power of Listening Leadership Program’ at the Ross School of Business, University of Michigan, and Cornell University. Josh’s honors include being named the National Automatic Merchandising Associations’ (“NAMA”) ‘2016 Person of the Year’ and Automatic Merchandisers’ Magazine’s ‘2015 Pro to Know’.

Josh serves on several Boards of Directors, including NAMA as Chair Elect, United Strategies Group as Executive Director, and, previously, Accent Food Services as CEO/Chairman.

“I look forward to bringing my experience from the food services and mass distribution industry to provide strategic guidance to the team at Chemesis,” said Josh Rosenberg. “As the Cannabis industry evolves in the United States and globally, distribution and penetration into micro-markets will be at the fore-front of accessing the consumer base. The Company has been able to assemble an incredible portfolio of assets and I look forward to adding a global strategy to the vision.”



“Mr. Rosenberg brings incredible skills, including distribution, business management, new market penetration, and product development knowledge and expertise,” said CEO, Edgar Montero. “The remarkable experience he brings will continue to allow Chemesis to grow its business as a multi-state operator in the United States, gain distribution and penetration to markets which are currently untapped.”

Mr. Rosenberg will be granted 250,000 stock options under the terms of the Company’s share-based compensation plan.

Chemesis also announces the departure of Deepak Anand from the Board of Directors. The Company wishes to thank Mr. Anand for his dedicated service.

### **On Behalf of The Board of Directors**

*Edgar Montero*  
CEO and Director

### **About Chemesis International Inc.**

Chemesis International Inc. is a vertically integrated global leader in the cannabis industry, currently operating within California, Puerto Rico, and Colombia.

Chemesis is developing a strong foothold in key markets, from cultivation, to manufacturing, distribution and retail. Chemesis has facilities in both Puerto Rico and California, allowing for cost effective production and distribution of its products. In addition, Chemesis leverages exclusive brands and partnerships and uses the highest quality extraction methods to provide consumers with quality cannabis products.

Chemesis will add shareholder value by exploring opportunities in emerging markets while consistently delivering quality product to its consumers from seed to sale.

### **Investor Relations:**

[ir@chemesis.com](mailto:ir@chemesis.com)  
[1 \(604\) 398-3378](tel:16043983378)

### **Social Media:**

[Chemesis.facebook](#)  
[Chemesis.twitter](#)  
[Chemesis.instagram](#)  
[DesertZen.instagram](#)  
[CaliforniaSap.instagram](#)  
[Jay&SB.instagram](#)

**Forward-Looking Information:** *This news release contains "forward-looking information" within the meaning of applicable securities laws, including in relation to the business, profitability, products and future of the Company's business, its product offerings and plans for revenue generation, sales and marketing. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking information. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements depending on, among other things, the risks that the Company's products and plans will vary from those stated in this news release and the Company may not be able to carry out its business plans as expected. Except as required by law, the Company*

*expressly disclaims any obligation and does not intend to update any forward-looking statements or forward-looking information in this news release. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct and makes no reference to profitability based on sales reported. The statements in this news release are made as of the date of this release.*

*The CSE has not reviewed, approved or disapproved the content of this press release.*