

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

Item 1 Name and Address of Company

Chemesis International Inc.
Suite 2710, 200 Granville Street,
Vancouver, British Columbia V6C 1S4

Item 2 Date of Material Change

December 16, 2019

Item 3 News Release

A news release announcing the material change referred to in this report was disseminated on December 16, 2019 and subsequently filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

On December 16, 2019, Chemesis International Inc. ("**Chemesis**" or the "**Company**") announced the implementation of a share consolidation (the "**Consolidation**") of the Company's common shares ("**Common Shares**") on the basis of one (1) post-Consolidation Common Share for every ten (10) issued and outstanding pre-Consolidation Common Shares, effective December 20, 2019 (the "**Effective Date**").

The Consolidation was made effective on the Effective Date and the Company's Common Shares began trading on a post-Consolidation basis on the Canadian Securities Exchange (the "**CSE**") at market open on the Effective Date. The Common Shares continue to be traded on the CSE under the symbol "CSI" on a post-Consolidation basis, under a new CUSIP number – 163599202.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On December 16, 2019, Chemesis announced the implementation of the Consolidation of the Common Shares on the basis of one (1) post-Consolidation Common Share for every ten (10) issued and outstanding pre-Consolidation Common Shares.

The Consolidation was made effective on the Effective Date and the Company's Common Shares began trading on a post-Consolidation basis on the CSE at market open on the Effective Date.

The Common Shares continue to be traded on the CSE under the symbol "CSI" on a post-Consolidation basis, under a new CUSIP number – 163599202.

The approximately 114,988,134 Common Shares of the Company outstanding pre-Consolidation were reduced to approximately 11,498,813 Common Shares post-Consolidation. No fractional Common Shares were issued and any fractions of a Common Share were rounded down to the nearest whole number of Common Shares. The exercise or conversion price and

the number of Common Shares issuable under any of the Company's outstanding convertible securities were proportionately adjusted upon the Consolidation becoming effective.

Letter of transmittals will be mailed to registered shareholders and registered shareholders will be required to deposit their share certificate(s), together with the duly completed letter of transmittal, with Odyssey Trust Company, the Company's registrar and transfer agent. Non-registered shareholders holding Common Shares through an intermediary should be aware that the intermediary may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered shareholders, and accordingly, if non-registered shareholders have questions in this regard, they are encouraged to contact their intermediaries.

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

No significant facts have been omitted from this report.

Item 8 Executive Officer

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

Item 9 Date of Report

December 19, 2019