

**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

April 13, 2020

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 Accesswire on April 13, 2020.

Item 4 Summary of Material Change

The Company announced the appointment of Josh Rosenberg as President filling the vacancy created by the departure of Aman Parmar as President. Both Messrs. Rosenberg and Parmar will remain directors of the Company. Mr. Rosenberg is a seasoned corporate executive with a proven track record in global foodservice and other product distribution as well as in executive leadership. He has been instrumental in the restructuring and rebuilding of the Company’s operations. In addition, the Company announced, pursuant to its Share-Based Compensation Plan, its board of directors approved the issuance of 2,500,000 Restricted Share Rights to certain directors, officers, contractors and employees of the Company.

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

May 4, 2020

SCHEDULE "A"



Chemesis International Inc. Appoints Josh Rosenberg as President

Josh Rosenberg, a proven executive whose experience includes global distribution & executive leadership

April 13, 2020

Vancouver, BC – Chemesis International Inc. (CSE: CSI) (OTC: CADMF) (FRA: CWAA) (the “**Company**” or “**Chemesis**”) is pleased to announce the appointment of Josh Rosenberg as President. Josh has served on Chemesis’ Board of Directors since September 2019 and has been instrumental in the restructuring and rebuilding of its operations.

Mr. Rosenberg is a seasoned corporate executive with a proven track record in global foodservice and other product distribution as well as in executive leadership. Josh led the successful buyout of Accent Food Services (“Accent”) 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 increased top line revenue more than six-fold, expanded operations to cover 11 U.S. states, and grew to encompass more than 600 associates, 14,000 customers, and to service more than 750,000 customers a day.

Mr. Rosenberg was also an Executive in the Coca-Cola corporate organization (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 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.”

Chemesis also announces the departure of Aman Parmar as President, and notes that he will remain as a Director and will also assume Chairmanship of its Board of Directors. The Company wishes to thank Mr. Parmar for his dedicated service as President.

The Company would also like to announce that, pursuant to its Share-Based Compensation Plan, the Board has approved the issuance of 2,500,000 Restricted Share Rights (“RSRs”) to certain directors, officers, contractors and employees of the Company. The RSRs were granted in recognition of the extraordinary efforts of the awardees on behalf of the Company, and as an inducement to retain such individuals.

On Behalf of The Board of Directors
Edgar Montero
CEO and Director

About Chemesis International Inc.

Chemesis International Inc. is a vertically integrated U.S. Multi-State operator with International operations in Puerto Rico and Colombia.

The Company focuses on prudent capital allocation to ensure it maintains a first mover advantage as it enters new markets and is committed to differentiate itself by deploying resources in markets with major opportunities. The Company operates a portfolio of brands that cater to a wide community of cannabis consumers, with focus on quality and consistency.

Chemesis has facilities in both Puerto Rico and California. The Company believes it is positioned to win additional licenses in highly competitive merit-based US states and plans to expand its footprint to ensure it maintains a first mover advantage.

Investor Relations:

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Forward-Looking Information: This news release contains "forward-looking information" within the meaning of applicable securities laws relating to statements regarding the Company's business, products and future of the Company's business, its product offerings and plans for sales and marketing, including with respect to the Company's expectations regarding its plans for expansion and growth, ability to realize benefits from its recent corporate appointments, ability to retain its key personnel, , its plans to continue to develop dispensaries in various jurisdictions, and its ability to obtain licenses in additional jurisdictions. 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 expansion and growth plans will not be realized as expected, or at all, that it will not be able to retain its key personnel, that its 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, including, but not limited to, in relation to executing on and maintaining its expansion plans, and its ability to obtain licenses in additional jurisdictions. 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.