

AMENDMENT AGREEMENT

Re: Direct Placement Agreement dated February 22, 2019 (the "Agreement") among Chemesis International Inc., GEM Yield Bahamas Ltd., GEM Global Yield Fund LLC SCS and the Share Lenders (as defined in the Agreement) (collectively, the "Parties")

IN CONSIDERATION of the respective agreements herein contained and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), the Parties agree and confirm that:

1. All capitalized terms used and not otherwise defined herein shall have the respective meanings given to them in the Agreement.
2. Schedule 2 of the Agreement is amended to add the following information:

SHARE LENDER'S NAME:
SHARE LENDER'S ADDRESS AND
EMAIL ADDRESS:

RAE VENTURES INC.

Note: personal/sensitive information

For the avoidance of doubt, it is confirmed that 1104255 BC Ltd. remains a Share Lender under the Agreement, such that, following the foregoing amendment, both 1104255 BC Ltd. and RAE Ventures Inc. will constitute Share Lenders for purposes of the Agreement.

3. RAE Ventures Inc. hereby accepts and agrees to be bound by the terms of the Agreement.
4. Except as expressly amended hereby, the Agreement shall be unmodified and shall continue to be in full force and effect in accordance with its terms (as amended hereby) and all provisions of the Agreement, as amended hereby, are confirmed.
5. This Amendment Agreement will be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The Parties irrevocably attorn to the exclusive jurisdiction of the courts of the Province of British Columbia.
6. This Amendment Agreement may be executed in counterpart and may be executed and delivered by facsimile, electronic mail or other means of electronic transmission.

Dated as of July 9, 2019.

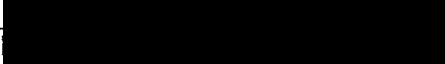
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Note: signatures of the signatories

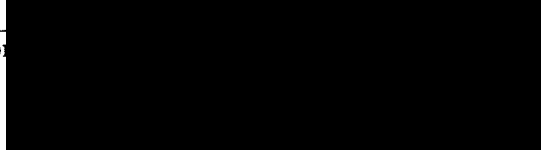
CHEMESIS INTERNATIONAL INC.

Per: _____
Authorized Signatory

GEM YIELD BAHAMAS LTD.

Per: _____
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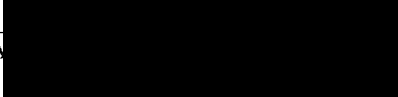
**GEM GLOBAL YIELD FUND LLC
SCS**

Per: _____
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1104255 BC LTD.

Per: _____
Authorized Signatory

RAE VENTURES INC.

Per: _____
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Note: signatures of the signatories

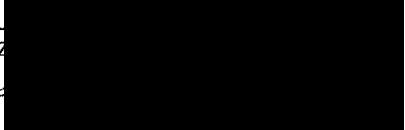
CHEMESIS INTERNATIONAL INC.

Per: _____
Authorized Signatory

GEM YIELD BAHAMAS LTD.

Per: _____
Author 

**GEM GLOBAL YIELD FUND LLC
SCS**

Per: _____
Authoriz 

1104255 BC LTD.

Per:  _____
Authorized Signatory

RAE VENTURES INC.

Per: _____
Authorized Signatory

OTB

Note: signatures of the signatories

CHEMESIS INTERNATIONAL INC.

Per: _____

Authorized Signatory

GEM YIELD BAHAMAS LTD.

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**GEM GLOBAL YIELD FUND LLC
SCS**

Per: _____

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1104255 BC LTD.

Per: _____

Authorized Signatory

RAE VENTURES INC.

Per: _____

Authorized Signatory

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