

AMENDMENT AGREEMENT

Re: Share Exchange Agreement dated effective August 2, 2019 (the “Agreement”) between Chemesis International Inc. and Peach Management, LLC (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. The recital to the Agreement is hereby amended and replaced in its entirety with the following:

“Chemesis desires to acquire from the GSRX Stockholder 16,582,431 shares of GSRX common stock (the “*GSRX Capital Stock*”) in exchange for issuing 5,801,436 common shares of Chemesis (the “*Chemesis Shares*”) to the GSRX Stockholder. The GSRX Stockholder desires to exchange all of its beneficially owned shares of GSRX Capital Stock for the Chemesis Shares.

NOW, THEREFORE, in consideration of the premises and mutual representations, warranties and covenants herein contained, the parties hereby agree as follows:”

3. Section 1.04(a) of the Agreement is hereby amended and replaced in its entirety with the following:

“Immediately upon receipt of the certificate(s) and stock power(s) evidencing the GSRX Capital Stock, Chemesis will deliver six stock certificates to the GSRX Stockholder, each of which such certificates shall represent 966,906 Chemesis Shares. The GSRX Stockholder understands and agrees that in addition to any restrictions imposed by the Securities Act on the transfer of such Chemesis Shares, the Chemesis Shares may be transferred, directly or indirectly, by the GSRX Stockholder only in accordance with the following schedule (the “*Contractual Restriction*”):

<u>Date</u>	<u>Aggregate Chemesis Shares Eligible for Sale</u>
Prior to the Date that is 6 Months Following Closing Date	None
6-12 Months Following Closing Date	966,906 of the Chemesis Shares
12-18 Months Following Closing Date	1,933,812 of the Chemesis Shares

18-24 Months Following Closing Date	2,900,718 of the Chemesis Shares
24-30 Months Following Closing Date	3,867,624 of the Chemesis Shares
30-36 Months Following Closing Date	4,834,530 of the Chemesis Shares
Greater than the Date that is 36 Months Following Closing Date	All of the Chemesis Shares

”

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 State of Nevada and the federal laws of the United States of America applicable therein. The Parties irrevocably attorn to the exclusive jurisdiction of the courts of the State of Nevada.
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 August 28, 2019.


[Remainder of Page Intentionally Blank. Signature Page Follows.]

CHEMESIS INTERNATIONAL INC.

Per:  _____
Authorized Signatory

Note: signatures of the
signatories

PEACH MANAGEMENT, LLC

Per:  _____
Authorized Signatory
Manager