

**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

July 24, 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 July 24, 2020.

Item 4 Summary of Material Change

The Company announced it has settled outstanding accounts payable liabilities in the amount of CDN \$470,843.49 and USD \$24,000.00.

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

July 28, 2020

SCHEDULE "A"



Chemesis International Inc. Announces Completion of Debt Settlement

July 24, 2020

Vancouver, BC – Chemesis International Inc. ([CSE: CSI](#)) ([OTC: CADMF](#)) ([FRA: CWAA](#)) (the “**Company**” or “**Chemesis**”), is pleased to announce it has settled outstanding accounts payable liabilities in the amount of CDN \$470,843.49 (the “**Debt Settlement**”). The Debt Settlement has been satisfied through the issuance of 692,416 units (the “**Units**”) at a price of \$0.68 per Unit. Each Unit consisted of one common share in the capital of the Company (the “**Common Shares**”) and one common share purchase warrant (each, a “**Warrant**”) with each Warrant entitling the holder thereof to purchase one additional common share (each, a “**Warrant Share**”) of the Company at a price of \$0.85 per Warrant Share for a period of 24 months following issuance.

Furthermore, the Company has also settled further outstanding accounts payable liabilities in the amount of USD \$24,000 (the “**Debt Settlement**”). The Debt Settlement has been satisfied through the issuance of 38,307 Common Shares in the capital of the Company at a price of \$0.85 per Common Share.

The Common Shares issued in connection with each of the Debt Settlements are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with applicable securities legislation, expiring November 25, 2020.

On Behalf of The Board of Directors

Josh Rosenberg
President

Investor Relations:

ir@chemesis.com
1 (604) 398-3378

Forward-Looking Information: This news release contains "forward-looking information" within the meaning of applicable securities laws. 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. 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. 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