

**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

November 4, 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 November 4, 2020.

Item 4 Summary of Material Change

The Company announces that the Department of Health of Puerto Rico (“**Department of Health**”) has not renewed licenses held by GSRX Industries Inc. (“**GSRX**”) which are necessary for the operation of its cannabis dispensaries in Puerto Rico, and that, as a result, GSRX’s cannabis dispensaries are no longer operating. The Company is uncertain at this point as to whether or when such licenses will be renewed.

At present, the operations of the Company’s subsidiary, Natural Ventures PR, LLC, are continuing in the ordinary course.

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

November 4, 2020

SCHEDULE "A"



Chemesis International Inc.

November 4, 2020

Vancouver, BC – Chemesis International Inc. (the "**Company**") (CSE: CSI) (OTC: CADMF) (FRA: CWAA)

The Company announces that the Department of Health of Puerto Rico ("**Department of Health**") has not renewed licenses held by GSRX Industries Inc. ("**GSRX**") which are necessary for the operation of its cannabis dispensaries in Puerto Rico, and that, as a result, GSRX's cannabis dispensaries are no longer operating. The Company is uncertain at this point as to whether or when such licenses will be renewed.

At present, the operations of the Company's subsidiary, Natural Ventures PR, LLC, are continuing in the ordinary course.

The Company notes, further to its news release dated September 28, 2020, that the Department of Health is engaged in a review of certain filings made by the Company's subsidiary, GSRX Industries Inc. ("**GSRX**") with the Department of Health, which such review is in addition to the ongoing administrative review by the Department of Health previously announced by the Company (see news releases dated August 7, 2020 and January 17, 2020).

The Company notes that the multiple regulatory and administrative reviews in Puerto Rico, along with corresponding litigation (see news releases dated December 9, 2019, January 17, 2020 and August 7, 2020), have severely drained the Company's financial resources and management time, resulting in significant operational and planning difficulties. The Company further notes that it is actively working to find an appropriate solution, with all options being on the table.

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 relating to statements regarding the ability of the Company to continue to operate under the licenses held by any of its Puerto Rico subsidiaries, or at all in Puerto Rico, to further market its VICKI solutions, or to better enhance shareholder value through the marketing of its VICKI solutions. 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 including, among other things, the risks that the Company will not be able to maintain or continue licensed activities under the licences held by its Puerto Rico subsidiaries, that the Company may not be able to further market its VICKI solutions, that focussing greater resources and attention to the marketing of the VICKI solutions may not better enhance shareholder value, and that the Company's products and plans will vary significantly as a result. 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