Form 45-106F1 Report of Exempt Distribution

Item 1 – Report Type						
 ✓ New report Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-DD) 						
ITEM 2 – PARTY CERTIFYING THE REPORT						
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. Investment fund issuer Issuer (other than an investment fund) Underwriter						
ITEM 3 – ISSUER NAME AND OTHER IDEN	TIFIERS					
Provide the following information about the issuer, or if the issuer						
Full legal name Chemesis Internation	ional Inc.					
Previous full legal name If the issuer's name changed in the last 12 months, pro-	wide most recent previous lead name					
Website http://chemesis.c						
If the issuer has a legal entity identifier, provide below. Refer to Pole	art B of the Instructions for the definition of "legal entity identifier".					
	Il legal name(s) of the co-issuer(s) other than the issuer named above.					
Full legal name(s) of co-issuer(s)	(if applicable)					
ITEM 4 – UNDERWRITER INFORMATION						
If an underwriter is completing the report, provide the underwrited	r's full legal name and firm NRD number.					
Full legal name						
Firm NRD number (if applicable)						
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.						
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					

ITEM 5 – ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 3 1 2 3 1 0
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image: I
Cryptoassets
b) Number of employees
Number of employees: $\checkmark 0 - 49$ $\boxed{50 - 99}$ $\boxed{100 - 499}$ $\boxed{500 \text{ or more}}$
c) SEDAR profile number
Does the issuer have a SEDAR profile? No ✓ Yes If yes, provide SEDAR profile number 0 0 4 2 8 4 If the issuer does not have a SEDAR profile complete Item 5(d) – (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end YYYY MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. Image: All imag
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only). CUSIP number
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system. Exchange name
h) Size of issuer's assets
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date. \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
\$100M to under \$500M to under \$1B \$1B or over

ITEM 6 – INVESTMENT FUND ISSUER INFORMATION					
If the issuer is an investment fund, provide the following information.					
a) Investment fund manager information					
Full legal name					
Firm NRD Number (if applicable)					
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street Address					
Municipality Province/State					
Country Postal code/Zip code					
Telephone number Website (if applicable)					
b) Type of investment fund					
Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Fixed income Balanced Alternative strategies Cryptoasset Other (describe)					
Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund ¹ 'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation and financial year-end of the investment fund					
Date of formation					
d) Reporting issuer status of the investment fund					
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes					
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB NL NT NS NU ON PE QC SK YT e) Public listing status of the investment fund					
If the investment fund has a CUSIP number, provide below (first 6 digits only).					
CUSIP number					
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system. Exchange name					
f) Net asset value (NAV) of the investment fund					
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). \$0 to under \$5M \$5M to under \$25M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM					

	ATION A	BOUT THE DIS	IKIBUTION				
If an issuer located outside purchasers resident in that connection with the distribu in Schedule 1 of the report.	jurisdiction of	f Canada only. Do not i	nclude in Item 7 sec	urities issued as payı	ment of com	missions or fi	inder's fees in
a) Currency							
Select the currency or curre				unts provided in the describe)	report must	be in Canadi	an dollars.
b) Distribution da	te(s)						
State the distribution start of date as both the start and e distribution period covered	end dates. If tl	he report is being filed f					
Start da	te 2020	11 20 MM DD	Enc	date 2020		20 DD	
c) Detailed purch	aser inform	ation					
Complete Schedule 1 d	of this form	for each nurchase	, and attach the	schadula to the s	ompleted	report	
•	<u> </u>	· ·	und attach the	schedule to the c	ompteteu		
d) Types of secu	rities distribu	uted					
Provide the following inform	mation for all	distributions reported of	on a per security bas	is. Refer to Part A(12	?) of the Insti	ructions for h	ow to indicate the
security code. If providing t	he CUSIP nun	nber, indicate the full 9 [.]	-digit CUSIP numbe	r assigned to the sec	urity being a	listributed.	
						Canadian	\$
Security CUSIP n code (if applic		Description of se	ecurity	Number of securities	Single or lowest price	Highest price	Total amount
C M S 16359	9202 Co	mmon shares		313,313.00	0.351	0.351	109.972.86
a) Details of right		antible (av ab an sa ab la					
e) Details of right	s and conve	ertible/exchangeable	securilles				
If any rights (e.g. warrants,							xchangeable
securities were distributed,	provide the co		cribe any other term	s for each convertibl	e/exchanged	able security.	
	erlying ty code	Exercise price (Canadian \$) .owest Highest	Expiry date (YYYY-MM-DD)	Conversion ratio	Describ	be other terms	(if applicable)
f) Current of th							-
		on by jurisdiction and					
State the total dollar amou purchaser resides and for e distribution in a jurisdiction This table requires a separa purchaser resides, if a purch jurisdiction.	ach exemption of Canada, in te line item fo	n relied on in Canada f nclude distributions to p for: (i) each jurisdiction v	or that distribution. purchasers resident of where a purchaser re	However, if an issuer In that jurisdiction of esides, (ii) each exem	located out Canada on ption relied	side of Canad ly. on in the juri	la completes a sdiction where a
For jurisdictions within Can	ada, state the	e province or territory, o	otherwise state the c				
Province or country	NII 45 400	Exemption relied on			unique ers ^{2a} Total amount (Canadian		· · · ·
Alberta		2.14 [Securities for	-		1		22,222.86
Luxembourg	INI 45-106	2.14 [Securities for	-	f oo ourities distrib	1		87,750.00
				of securities distrib			109,972.86
^{2a} In calculating the number of ur	nique purchaser		of unique purchase		2 ed as one purc	haser	
^{2b} In calculating the total number multiple types of securities to, a	of unique purch	asers to which the issuer di	stributed securities, cou				e issuer distributed
g) Net proceeds	to the invest	tment fund by jurisdi	ction				

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 – COMPENSATION INFORMATION					
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.					
Indicate whether any compensation was paid, or will be paid, in connection with th	e distribution.				
No Yes If yes, indicate number of persons con	mpensated.				
a) Name of person compensated and registration status					
Indicate whether the person compensated is a registrant.					
If the person compensated is an individual, provide the name of the individual.					
Full legal name of individual					
	given name Secondary given names				
If the person compensated is not an individual, provide the following information.					
Full legal name of non-individual					
Firm NRD number	(if applicable)				
Indicate whether the person compensated facilitated the distribution through a fund No Yes					
b) Business contact information					
If a firm NRD number is not provided in Item 8(a), provide the business contact info	ormation of the person being compensated.				
Street address					
Municipality	Province/State				
Country Postal	code/Zip code				
Email address Telephone number					
c) Relationship to issuer or investment fund manager					
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.					
Insider of the issuer (other than an investment fund)					
Director or officer of the investment fund or investment fund manager					
5					

Employee of the issuer or inv	vestment fund manage	er					
None of the above							
d) Compensation details							
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.							
Value of all securities distributed as compensation ⁴		Security code 1 Security code 2 Security code 3					
Describe terms of warra	nts, options or other r	ights					
Other compensation ⁵	Des	cribe					
Total compensation paid							
Check box if the person will or	may receive any defe	rred compensati	on (describe the t	erms below)			
⁴ Provide the aggregate value of all securities of Indicate the security codes for all securities dis ⁵ Do not include deferred compensation.	listributed as compensatio tributed as compensation,	n, <u>excluding</u> options, . <u>including o</u> ptions, v	s, warrants or other rig warrants or other right	hts exercisable to acquire addi s exercisable to acquire additic	tional securities of the issunal securities of the issund	suer. Ier.	
Iтем 9 – Directors, Exec	UTIVE OFFICERS	AND PROMO	DTERS OF THE	ISSUER			
If the issuer is an investment fund,	do not complete Iter	m 9. Proceed to	ltem 10.				
Indicate whether the issuer is any of th	he following (select the	e one that applie.	s – if more than or	ne applies, select only one)			
Reporting issuer in any jurisd	liction of Canada						
Foreign public issuer							
Wholly owned subsidiary of a Provide name	a reporting issuer in ar	ny jurisdiction of	Canada ⁶				
Wholly owned subsidiary of a	a foreign public issuer	6					
Provide name of fo	oreign public issuer						
Issuer distributing only eligibl	e foreign securities ar	nd the distributio	n is to permitted c	lients only ⁷			
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. ⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.							
If the issuer is none of the a	bove, check this box	and complete	ltem 9(a) – (c).				
a) Directors, executive office	cers and promoters	s of the issuer					
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.							
Organization or company name	Family name	First given name	Secondary giver names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)		
				Province or country	D O F	P	
b) Promoter information							

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company	danization of company name I Family name I		First given name	Secondary given	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
				names	Province or country	D	0

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Chemesis International Inc.				
Full legal name	Dusenbury Eli				
	Family name	First given nam	ie	Secondary gi	ven names
Title	Chief Financial Officer				
Telephone number	6043983378	Email address	elidusenbu	ry@cheme	sis.com
Signature	/s/ Eli Dusenbury	Date	2020	11	30
		-	YYYY	MM	DD

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.						
Same as individual certifying the report						
Full legal name	Francis	Janet		Title	Director	
	Family name	First given nam	e Secondary gi names	ven		
Name of company	Keystone Corporate Se	ervices Inc.				
Telephone number	6046122111		Email address	janet@keystone	ecorp.ca	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and

b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.