

**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**

December 7, 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 December 7, 2020.

**Item 4          Summary of Material Change**

The Company announce the initial placement of its [VICKI](#) self-checkout solution at [Reebok LAB](#) in West Hollywood, California. The placement will allow the team to develop a sales strategy and validate the demand for CBD products in fitness centres and gyms across the United States.

This milestone gives Chemesis’ the ability to build on an approach specific to the fitness industry and the sports nutrition market, which is valued at over 15.6 billion USD<sup>1</sup>. The Company sees an incredible opportunity in the fitness space across the United States and will continue to work to further expand its placements at gyms and fitness centres. The Company has been working with the Reebok LAB team to develop an education platform as well as products that may enhance athlete’s performance. Chemesis anticipates the VICKI will be placed in the coming weeks.

The Reebok LAB is a widely recognized gym in the fitness community, the gym is sponsored by [Reebok](#) and is led by elite trainers that have trained both professional athletes and actors. The gym is a CrossFit gym that is focused on whole body strength and conditioning, mobility, and gymnastics.

**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.

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<sup>1</sup> [Sports Nutrition Market Size](#) – Grandview Research

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

Eli Dusenbury, Chief Financial Officer  
Telephone: 604-398-3378

**Item 9      Date of Report**

December 7, 2020

## SCHEDULE "A"



### Chemesis International Inc. Announces Placement of VICKI AI-Vending Machine at Reebok LAB in West Hollywood

*The Company sees the ability to expand into the fitness industry through gyms and studios across the United States*

**December 7, 2020**

**Vancouver, BC – Chemesis International Inc.** ([CSE: CSI.U](#)) ([OTC: CADMF](#)) ([FRA: CWAA](#)) (the "Company" or "Chemesis"), announces an initial placement of its [VICKI](#) self-checkout solution at [Reebok LAB](#) in West Hollywood, California. The placement will allow the team to develop a sales strategy and validate the demand for CBD products in fitness centres and gyms across the United States.

This milestone gives Chemesis' the ability to build on an approach specific to the fitness industry and the sports nutrition market, which is valued at over 15.6 billion USD<sup>2</sup>. The Company sees an incredible opportunity in the fitness space across the United States and will continue to work to further expand its placements at gyms and fitness centres. The Company has been working with the Reebok LAB team to develop an education platform as well as products that may enhance athlete's performance. Chemesis anticipates the VICKI will be placed in the coming weeks.

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"The placement in a prominent gym in West Hollywood gives Chemesis incredible exposure into the fitness industry," said President of Chemesis, Josh Rosenberg. "Reebok Lab is led by a world-renowned team of fitness experts and trainers, including owner, [Yumi Lee](#), who has trained Hollywood's elite and professional athletes. The team is confident that with their support this will be the beginning of many additional placements of VICKI's across the United States in gyms and fitness centres."

#### **On Behalf of The Board of Directors**

**Josh Rosenberg**  
**President**

#### **About Chemesis International Inc.**

Chemesis International Inc. is a vertically integrated U.S. Multi-State operator with International operations in Puerto Rico and Colombia.

The Company focuses on prudent capital allocation to ensure it maintains a first mover advantage as it enters new markets and is committed to differentiate itself by deploying resources in markets with major opportunities. The

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<sup>2</sup> [Sports Nutrition Market Size](#) – Grandview Research

Company operates a portfolio of brands that cater to a wide community of cannabis consumers, with focus on quality and consistency.

Chemesis has facilities in both Puerto Rico and California. The Company is positioned to win additional licenses in highly competitive merit-based US states and will expand its footprint to ensure it maintains a first mover advantage.

**Investor Relations:**

[ir@chemesis.com](mailto: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 Company's business, products and future of the Company's business, its product offerings and plans for sales and marketing, including with respect to the Company's expectations regarding its supply and distribution arrangements, ability to realize benefits from its recent contractual arrangements, its plans to continue to develop dispensaries in Puerto Rico, and its ability to obtain licenses in additional jurisdictions. 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 depending on, among other things, the risks that the Company's products and plan will vary from those stated in this news release and the Company may not be able to carry out its business plans as expected, including, but not limited to, in relation to executing on and maintaining its supply and distribution arrangements and recent contractual arrangements, in relation to developing dispensaries in Puerto Rico, and its ability to obtain licenses in additional jurisdictions. 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*