



Chemesis International Inc.
P.O. Box 17559
Vancouver, BC
V6E 0B2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD **DECEMBER 29, 2020**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Chemesis International Inc. (the “**Company**”) will be held at **1601 Bayshore Drive, Vancouver, British Columbia V6G 2V4 and via teleconference call at 604-330-7484, on Wednesday, December 29, 2020, at 10:00 a.m.** (Pacific Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended June 30, 2019, together with the auditor’s reports thereon, and related management’s discussion and analysis and for the financial year ended June 30, 2020, together with the auditor’s reports thereon, and related management’s discussion and analysis;
2. To fix the number of directors for the ensuing year at five (5) members;
3. To elect directors of the Company to hold office for the ensuing year;
4. To appoint Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if deemed appropriate, pass an ordinary resolution to ratify, confirm and approve the existing equity incentive plan of the Company, as more particularly described in the accompanying management information circular; and
6. To consider and, if deemed appropriate, pass a special resolution approving the sale of the Company’s assets located in Puerto Rico (the “**Disposition**”), on the terms as set forth in the Information Circular (as defined below).
7. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

NOTICE OF CAUTION CONCERNING COVID-19 OUTBREAK

As at the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice.

The Company is continuously monitoring development of the current coronavirus outbreak (“COVID-19”) and evolving public health guidelines. The Company asks that, in deciding whether to attend the Meeting in person, Shareholders consider the advice of the federal Public Health Agency of Canada (PHAC) (<https://www.canada.ca/en/public-health.html>), the Government of British Columbia (<https://www2.gov.bc.ca/gov/content/home>), the City of Vancouver (<https://vancouver.ca/default.aspx>), as well as review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting.

Please do not attend the Meeting in person if you are experiencing any of the described COVID-19 symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. The Company strongly encourages Shareholders to vote their shares prior to the Meeting following the instructions set out in the form of proxy or voting instruction form received by such Shareholders.

The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible to hold the Meeting in person, the Company may hold the meeting entirely by electronic means, telephone, other communication facilities or other alternative means, and will use reasonable efforts to communicate the same.

The board of directors of the Company (the “**Board**”) has fixed the close of business on November 24, 2020, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of shareholders as at the close of business on November 24, 2020, will be entitled to receive notice of, and to vote at, the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “*Section 2 – Proxies and Voting Rights*”. For information with respect to Shareholders who own their shares through an intermediary, see “*Section 2 – Proxies and Voting Rights – Advice to Beneficial Shareholders*” in the Information Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. For your vote to count, you must send your proxy to the Company’s transfer agent by either using the envelope provided or by mailing the proxy to Odyssey Trust Company, Suite 323, 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2, Attention: Proxy Department or by sending a copy of the completed proxy by email at proxy@odysseytrust.com, or vote your proxy online by visiting <http://odysseytrust.com/Transfer-Agent/Login> and following the instructions. To vote by Internet, you will need to enter the control number shown on your form of proxy.

The Company’s transfer agent, Odyssey Trust Company, must receive your proxy no later than December 27, 2020, at 10:00 a.m. (Pacific Time), or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of British Columbia) before any adjourned or postponed Meeting.

If you are a non-registered Shareholder (for example, if you hold shares in an account with a broker or another intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your broker or intermediary or call your broker or intermediary for information as to how you can vote your shares. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients. Therefore, each non-registered Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. Note that the deadlines set by your broker or intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.

Shareholders should follow the instructions on the forms they receive and if they have any questions contact their intermediaries or Odyssey Trust Company, the Company's transfer agent by e-mail at proxy@odysseytrust.com.

DATED at Vancouver, British Columbia, this **3rd** day of **December, 2020**.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ Josh Rosenberg _____

Josh Rosenberg
President and Director