

**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 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 November 24, 2020.

Item 4 Summary of Material Change

The Company announced its (former) subsidiary, Natural Ventures PR, LLC (“NVPR”), has sold all of its cannabis assets, and assigned all related liabilities, licenses and permits, to Puerto Rico Industrial Commercial Holdings Biotech Corp. (“PRICH”) in exchange for immediate net cash proceeds to the Company, in respect of its 80% interest in NVPR, of US\$450,000. The Company notes that, in connection with, and as a condition to, this transaction, it will cease to be a shareholder of NVPR.

The Company also announces that its subsidiary, GSRX Industries Inc. (“GSRX”), has sold all of its Puerto Rican cannabis assets, and assigned all related liabilities, licenses and permits, to PRICH in exchange for immediate net cash proceeds to GSRX of US\$2,250,000, and monthly payments to be received in the amount of US\$100,000 over a period of 24 months.

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

December 10, 2020

SCHEDULE "A"



Chemesis International Inc. Announces Sale of Puerto Rico Operations

November 24, 2020

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

The Company announces that its (former) subsidiary, Natural Ventures PR, LLC (“NVPR”), has sold all of its cannabis assets, and assigned all related liabilities, licenses and permits, to Puerto Rico Industrial Commercial Holdings Biotech Corp. (“PRICH”) in exchange for immediate net cash proceeds to the Company, in respect of its 80% interest in NVPR, of US\$450,000. The Company notes that, in connection with, and as a condition to, this transaction, it will cease to be a shareholder of NVPR.

The Company also announces that its subsidiary, GSRX Industries Inc. (“GSRX”), has sold all of its Puerto Rican cannabis assets, and assigned all related liabilities, licenses and permits, to PRICH in exchange for immediate net cash proceeds to GSRX of US\$2,250,000, and monthly payments to be received in the amount of US\$100,000 over a period of 24 months.

On Behalf of The Board of Directors

Josh Rosenberg

President

Investor Relations:

ir@chemesis.com

1 (604) 398-3378

The CSE has not reviewed, approved or disapproved the content of this press release