

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**ITEM 1. Name and Address of Company**

Chemesis International Inc. (“Chemesis” or the “Company”)  
P.O. Box 17559  
Vancouver, BC, V6E 0B2

**ITEM 2. Date of Material Change**

February 23, 2021

**ITEM 3. News Release**

A news release with respect to the contents of this report was issued on February 23, 2021 and was disseminated through the facilities of recognized newswire services. A copy of the news release was filed on SEDAR.

**ITEM 4. Summary of Material Change**

On February 23, 2021, the Company announced it has reached an agreement with The Pelican Group, a leading Vending & Amusement Management Company, to deploy CBD Vending machines to locations nationwide.

Pelican has been associated with the coin-op industry for 49 years. Their management team is perfectly aligned to oversee and administer the entire Chemesis program and will act as the main contact for operators selected to participate.

**ITEM 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

On February 23, 2021, the Company announced it has reached an agreement with The Pelican Group, a leading Vending & Amusement Management Company, to deploy CBD Vending machines to locations nationwide.

Pelican has been associated with the coin-op industry for 49 years. Their management team is perfectly aligned to oversee and administer the entire Chemesis program and will act as the main contact for operators selected to participate.

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**

This report is not being filed on a confidential basis.

**ITEM 7. Omitted Information**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. Executive Officer**

The name and business number of the executive officer of the Company who is knowledgeable of the material change and this report is:

Eli Dusenbury  
Chief Financial Officer Telephone  
778-953-4191

**ITEM 9. Date of Report**

February 23, 2021



Chemesis International Inc. announces agreement with The Pelican Group, a leading Vending & Amusement Management Company

**February 22, 2021**

**Vancouver, BC – Chemesis International Inc.** ([CSE: CSI.U](#)) ([OTC: CADMF](#)) ([FRA: CWAB](#)) (the “Company” or “Chemesis”), announces that it has reached an agreement with The Pelican Group, a leading Vending & Amusement Management Company, to deploy CBD Vending machines to locations nationwide.

Pelican has been associated with the coin-op industry for 49 years. Their management team is perfectly aligned to oversee and administer the entire Chemesis program and will act as the main contact for operators selected to participate.

Richard Scherer, President of Pelican, commented, “Chemesis has been great to work with and we are excited to move forward with this new venture. We will be working with outstanding operators from all over the country who will benefit from this opportunity. We have worked with Josh Rosenberg over the years and are proud to be partnered with his Team yet again to bring their market-leading CBD vending machine to market. “It’s always a pleasure working with a company providing innovative products that contribute to the operator’s bottom line.”

**On Behalf of The Board of Directors**

**Josh Rosenberg**  
**President**

### **About the Pelican Group**

The Pelican Group manages over 50,000 pieces of coin-operated music, amusement and vending equipment for corporate clients through a network of more than 600 professional local coin-machine operators. With offices across the country, they offer a single source of contact, contract administration and accounting for clients with locations in multiple geographical regions.

A privately held California corporation, Pelican’s principal office is in Danville, CA.

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

Chemesis International Inc. is a U.S. focused multi-state cannabis company, that is focused on providing an artificially intelligent (AI) based retail solution. The Company currently holds exclusive rights to an AI based kiosk which can be deployed in high traffic areas such as, shopping malls, stadiums, transit hubs, workplaces, and large corporate headquarters.

Chemesis and its team are committed to building a strong unattended and attended retail model for the cannabis market across the United States. Chemesis’ retail brand, Green Spirit Rx, will continue to provide consumers with industry-leading technology, the most sought-after products and education.



Chemesis, Inc. (CSE: CSI) (OTC: CADMF) (FRA: CWAA)



**Investor Relations:**

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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*