

**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**

April 8, 2021

**ITEM 3. News Release**

A news release with respect to the contents of this report was issued on April 8, 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**

The Company announced a Letter of Intent (“LOI”) with [Elite Vend](#), a fully integrated and nationally recognized vending machine retailer & distributor. Elite Vend will leverage it’s portfolio of existing and expanding customer base to enhance Chemesis’ VICKI platform expansion. In addition, the Elite Vend will provide Chemesis access to its full suite of services which include fulfillment, distribution and servicing.

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

**5.1 Full Description of Material Change**

The Company announced a Letter of Intent (“LOI”) with [Elite Vend](#), a fully integrated and nationally recognized vending machine retailer & distributor. Elite Vend will leverage it’s portfolio of existing and expanding customer base to enhance Chemesis’ VICKI platform expansion. In addition, the Elite Vend will provide Chemesis access to its full suite of services which include fulfillment, distribution and servicing.

Through its hands-on approach, Elite Vend has built an extensive network of strong relationships with Golf pro shops & sports related shops and facilities. Elite Vend will work with Chemesis to deploy its sales and distribution resources to identify strategic placements of kiosks across the United States to ensure a successful uptake of machines.

Josh Rosenberg, President of Chemesis commented, “The team is extremely pleased with the continued support and traction the Company is getting from vending market veterans. We believe strongly that our business plan will attract many partners who see our vision for the future of vending. We look forward to working with Elite Vend and their team in securing new placements for our VICKI kiosks across the United States.”

Elite Vend was established in 2010 and has since grown its presence and now operates in Washington, California, Arizona, and Florida. The team operates numerous large warehouses in each state to ensure fast & efficient service to its customers. Elite Vend provides full-service vending solutions including, office coffee services, water & ice, beverage machines, snacks, and FitPick menus for its customers. Elite Vend specializes in working with local businesses by building long term relationships in its operational markets.

Ryan Wear, CEO of Elite Vend remarked, “The turnkey program provided by Chemesis fits well with our go to market approach and CBD fits our consumers value proposition. It will be a seamless expansion for Elite Vend to add to our portfolio. The product and brand diversity will allow for increased share of consumer wallet

as well as penetrating new locations.”

The partnership was a result of a previously [announced](#) partnership between the Pelican Group and Chemesis. The Pelican Group acted as Chemesis’ sales arm on the Company’s behalf, and it continues to work with Chemesis by leveraging its extensive network to generate opportunities for its continued expansion.

Please see the news release attached hereto 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**

April 8, 2021



## Chemesis International Inc. Announces LOI with Vending Sales & Distribution Leader, Elite Vend

*Elite Vend is a highly recognized vending operator that serves over 37,000 vending locations nationwide*

**April 8, 2021**

**Vancouver, BC – Chemesis International Inc.** (the “**Company**”) (CSE: CSI) (OTC: CADMF) (FRA: CWAB), is pleased to announce a Letter of Intent (“LOI”) with [Elite Vend](#), a fully integrated and nationally recognized vending machine retailer & distributor. Elite Vend will leverage its portfolio of existing and expanding customer base to enhance Chemesis’ VICKI platform expansion. In addition, the Elite Vend will provide Chemesis access to its full suite of services which include fulfillment, distribution and servicing.

Through its hands-on approach, Elite Vend has built an extensive network of strong relationships with Golf pro shops & sports related shops and facilities. Elite Vend will work with Chemesis to deploy its sales and distribution resources to identify strategic placements of kiosks across the United States to ensure a successful uptake of machines.

Josh Rosenberg, President of Chemesis commented, “The team is extremely pleased with the continued support and traction the Company is getting from vending market veterans. We believe strongly that our business plan will attract many partners who see our vision for the future of vending. We look forward to working with Elite Vend and their team in securing new placements for our VICKI kiosks across the United States.”

Elite Vend was established in 2010 and has since grown its presence and now operates in Washington, California, Arizona, and Florida. The team operates numerous large warehouses in each state to ensure fast & efficient service to its customers. Elite Vend provides full-service vending solutions including, office coffee services, water & ice, beverage machines, snacks, and FitPick menus for its customers. Elite Vend specializes in working with local businesses by building long term relationships in its operational markets.

Ryan Wear, CEO of Elite Vend remarked, “The turnkey program provided by Chemesis fits well with our go to market approach and CBD fits our consumers value proposition. It will be a seamless expansion for Elite Vend to add to our portfolio. The product and brand diversity will allow for increased share of consumer wallet as well as penetrating new locations.”

The partnership was a result of a previously [announced](#) partnership between the Pelican Group and Chemesis. The Pelican Group acted as Chemesis’ sales arm on the Company’s behalf, and it continues to work with Chemesis by leveraging its extensive network to generate opportunities for its continued expansion.

**On Behalf of The Board of Directors**

**Josh Rosenberg**

**President**





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

Chemesis International Inc. (CSE: CSI) (OTC: CADMF) 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 holds exclusive rights of the VICKI Intelligent Self-Checkout retail solution for sale of cannabis products across North America. Powered by artificial intelligence and other advanced technologies, VICKI is a modern replacement for traditional vending experiences and the first retail solution.

### **Investor Relations:**

ir@chemesis.com  
1 (604) 398-3378

*Forward-Looking Information: This news release contains "forward-looking information" within the meaning of applicable securities laws. 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. 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. 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*