

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

May 14 2021

ITEM 3. News Release

A news release with respect to the contents of this report was issued on May 14, 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 it has entered into debt settlement agreements with certain convertible debenture holders and other creditors, pursuant to which it has discharged an aggregate total indebtedness of CDN \$234,176 (the "**Debt Settlements**").

ITEM 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has entered into debt settlement agreements with certain convertible debenture holders and other creditors, pursuant to which it has discharged an aggregate total indebtedness of CDN \$234,176 (the "**Debt Settlements**") on the following bases:

- CDN \$234,176 in convertible debt for services rendered through the issuance of an aggregate total of 396,913 common shares of the Company at a deemed price of CAD \$0.59 per common share to certain creditors of the Company.

The securities issued pursuant to the Debt Settlements are subject to a four month hold period from the date of issuance.

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

May 14, 2021



Chemesis International Inc. Announces Settlement of Debt

May 14, 2021

Vancouver, BC – Chemesis International Inc. (the “**Company**”) (CSE: CSI) (OTC: CADMF) (FRA: CWAA), is pleased to announce that it has entered into debt settlement agreements with certain convertible debenture holders and other creditors, pursuant to which it has discharged an aggregate total indebtedness of CDN \$234,176 (the “**Debt Settlements**”) on the following bases:

- CDN \$234,176 in convertible debt for services rendered through the issuance of an aggregate total of 396,913 common shares of the Company at a deemed price of CAD \$0.59 per common share to certain creditors of the Company.

The securities issued pursuant to the Debt Settlements are subject to a four month hold period from the date of issuance.

On Behalf of The Board of Directors

Josh Rosenberg

President

Investor Relations:

ir@chemesis.com

1 (604) 398-3378



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



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, to further market its VICKI solutions, or to better enhance shareholder value through the marketing of its VICKI solutions 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 including, among other things, the risks that the Company may not be able to further market its VICKI solutions, that focussing greater resources and attention to the marketing of the VICKI solutions may not better enhance shareholder value, and that the Company's products and plans will vary significantly as a result. 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



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