



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

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD **DECEMBER 15, 2021**

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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 **via teleconference call at 604-262-9489, on Wednesday, December 15, 2021, at 10:00 a.m.** (Pacific Time) for the following purposes:

**Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”) and in order to mitigate potential risks to the health and safety of the Company’s Shareholders, the Meeting will be a fully electronic meeting (as such term is defined in the *Business Corporations Act* (British Columbia)).**

**NOTICE OF CAUTION CONCERNING COVID-19 OUTBREAK**

The Company is continuously monitoring development of the current coronavirus outbreak (“**COVID-19**”) and evolving public health guidelines. The Company follows the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. **All Shareholders are urged to vote on the matters before the Meeting by proxy, as described in the accompanying Information Circular.**

The Meeting will be a fully electronic meeting (as such term is defined in the *Business Corporations Act* (British Columbia)). 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 as scheduled or as contemplated, the Company will announce alternative arrangements for the Meeting as promptly as practicable.

The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of COVID-19. Should any changes to the Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com). In the event of any changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting materials.

**\*\*\* DUE TO THE COVID-19 VIRUS, THE COMPANY REQUESTS THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY. \*\*\***

The board of directors of the Company (the “**Board**”) has fixed the close of business on October 27, 2021, 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 October 27, 2021, 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.

The Meeting is to be held for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended June 30, 2021, 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 four (4) 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, to 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 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 other business as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

The audited consolidated financial statements for the years ended June 30, 2021 including the reports of the auditor thereon, and the related management discussion and analysis will be made available at the Meeting and are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Registered Shareholders unable to attend the Meeting via teleconference and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting via teleconference must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

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](mailto: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 13, 2021, 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.

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](mailto:proxy@odysseytrust.com).

**DATED** at Vancouver, British Columbia, this **27<sup>th</sup>** day of **October, 2021**.

BY ORDER OF THE BOARD OF DIRECTORS:

*/s/ Josh Rosenberg* \_\_\_\_\_

Josh Rosenberg

Director and President