

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

June 11, 2022

3. News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Stockwatch on June 11, 2022, and a copy was subsequently filed on SEDAR.

4. Summary of Material Change

The Company announced that it has entered into a debt settlement agreement with a non-related vendor, pursuant to which it has discharged an aggregate total indebtedness of USD \$148,858 (the "**Debt Settlement**") through the issuance of 350,000 common shares at a deemed price of USD\$0.42 per share.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has entered into a debt settlement agreement with a non-related vendor, pursuant to which it has discharged an aggregate total indebtedness of USD \$148,858 (the "**Debt Settlement**") through the issuance of 350,000 common shares at a deemed price of USD\$0.42 per share.

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

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

For additional information, please contact Josh Rosenberg, President and Director of the Company, at (604) 398-3378.

9. Date of Report

June 17, 2022