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CHEMESIS INTERNATIONAL INC. CLOSES PRIVATE PLACEMENT, MAKES INITIAL PAYMENT AND SHARE ISSUANCE PURSUANT TO PROPERTY OPTION AGREEMENT AND SETTLES DEBT FOR SHARES

September 2, 2022 – Vancouver, BC – Chemesis International Inc. (the “**Company**”) (CSE: CSI, OTC PINK: CADMF, FRA: CWAA) is pleased to announce that it has closed its previously announced non-brokered private placement (the “**Private Placement**”) by issuing an aggregate of 14,000,000 units (the “**Units**”) at a price of \$0.10 per Unit for total gross proceeds of \$1,400,000. Each Unit consists of one common share in the capital of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Share at a price of \$0.12 until September 1, 2024. The Shares and Warrants issued pursuant to the Private Placement are subject to a four-month hold period expiring on January 2, 2023.

The Company intends to use the net proceeds from the Private Placement to fund the cash payments and exploration expenditures required to be made during the first year of the property option agreement (the “**Property Option Agreement**”) dated April 18, 2022 with Geomap Exploration Inc. (“**Geomap**”) in order to maintain the Property Option Agreement in good standing, and for working capital and general corporate purposes, all as more particularly described in the Company’s Notice of Meeting and Information Circular for the Special Meeting of Shareholders dated May 17, 2022 (the “**Circular**”) and filed under the Company’s profile on www.sedar.com.

No finder’s fees or commissions were paid with respect to the Private Placement.

Issuance of Shares Pursuant to Property Option Agreement

Following approval by the Company’s shareholders of the Company’s entrance into the Property Option Agreement and change of business to a mineral exploration and development company (the “**COB**”), the Company announces that it has paid to Geomap \$90,000 and has issued to Geomap 250,000 Shares. The payment and share issuance was made pursuant to the terms of the Property Option Agreement, the material terms of which were disclosed in the Circular.

The COB and the transactions contemplated in the Property Option Agreement remain subject to the approval of the Canadian Securities Exchange.

Debt Settlement

The Company also announces that it has entered into debt settlement agreements with certain officers, directors and consultants of the Company pursuant to which it has settled approximately C\$839,568 of debt incurred for services rendered to the Company through the issuance of 8,395,683 Shares at a deemed price of \$0.10 per Share (the “**Debt Settlement**”). The Shares issued pursuant to the Debt Settlement are subject to a four-month hold period expiring on January 2, 2023.

Related Party Transaction Disclosure

Certain insiders of the Company subscribed for Units under the Private Placement, in an aggregate amount of 1,815,000 Units. Additionally, C\$599,284 of debt owing by the Company to certain insiders of the Company was settled for 5,992,839 Shares as part of the Debt Settlement. Accordingly, the Private Placement and the Debt Settlement constituted “related party transactions” under applicable Canadian

securities laws. The Company is relying on the exemptions from the formal valuation and minority approval requirements found in sections 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions*, as the fair market value of the Private Placement and the Debt Settlement (in so far as they involved insiders of the Company) was not more than 25% of the Company’s market capitalization.

Each of the Private Placement and the Debt Settlement was approved by the Company’s Board of Directors, and there was no materially contrary view or abstention by any director in approving the Private Placement and Debt Settlement (except for abstentions required in accordance with applicable corporate laws governing conflicts of interest). In connection with the Private Placement, the insiders participating in the Private Placement entered into subscription agreements with the Company containing customary provisions, and on the same terms as the arm’s length subscribers under the Private Placement. In connection with the Debt Settlement, each insider participating in the Debt Settlement entered into a debt settlement agreement with the Company containing customary provisions, and on the same terms as the arm’s length participants in the Debt Settlement.

The Company has not previously filed a material change report in connection with either the Private Placement or the Debt Settlement, which the Company deems reasonable in the circumstances given the business imperative for the Company to increase its cash position and reduce its liabilities.

This news release does not constitute an offer to sell or solicitation of an offer to sell any Units or Shares in the United States. The Units and Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws, or where an exemption from such registration is available.

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Certain statements and information contained in this news release constitute “forward-looking information” within the meaning of applicable Canadian securities laws. Forward-looking information is information regarding possible events, conditions or results of operations that are based upon assumptions about future conditions and courses of action. All statements and information other than statements of historical fact may be forward-looking information. In some cases, forward-looking information can be identified by the use of words such as “seek”, “expect”, “anticipate”, “budget”, “plan”, “estimate”, “continue”, “forecast”, “intend”, “believe”, “predict”, “potential”, “target”, “may”, “could”, “would”, “might”, “will” and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook.

Forward-looking information in this news release includes, but is not limited to, the Company’s intended use of the net proceeds from the Private Placement. Such forward-looking information is based on a number of material factors and assumptions, including, but not limited to: that the Company’s planned exploration activities will proceed as currently anticipated, that the Company will satisfy the first year expenditure requirements under the Property Option

Agreement in order to maintain the Property Option Agreement in good standing and that the Company will not use the net proceeds from the Private Placement to finance other aspects of the Company's business or other business opportunities.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in such forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and you are cautioned not to place undue reliance on the forward-looking information contained herein. Some of the risks and other factors which could cause actual results to differ materially from those expressed in the forward-looking statements contained in this news release, include, but are not limited to: that mineral exploration is uncertain and involves a high degree of risk, and that the Company may change its exploration plans or to cease exploration entirely with respect to a mineral property; and that the Company has discretion over the net proceeds raised pursuant to the Private Placement, and may choose or be required to spend the net proceeds in a different manner than is described in this press release.

Although the Company has attempted to identify important factors that could cause actual results or events to differ materially from those described in the forward-looking information, you are cautioned that this list is not exhaustive and there may be other factors that the Company has not identified. Furthermore, the Company undertakes no obligation to update or revise any forward-looking information included in this news release if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

The CSE has neither approved nor disapproved the contents of this press release. Neither the CSE nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.