FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities[1])

Name of Listed Issuer:	Symbol(s):
Chemesis International Inc. (the "Issuer" or "CSI").	CSI

Date: January 10, 2019 Is this an updating or amending Notice: ☐Yes ☑No

If yes provide date(s) of prior Notices: ____N/A_____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 67,721,306.

Pricing

Date of news release announcing proposed issuance: ___

November 5, 2018; January 9, 2019_____ or

Date of confidential request for price protection: _____N/A_____

Closing Market Price on Day Preceding the news release: $1.51 on November 4, 2018; $1.08 on January 8, 2019;_____ or

Day preceding request for price protection: ___N/A_____

Closing

Number of securities to be issued: _____6,400,000 CSI shares as partial consideration for acquisition, and 1,080,000 CSI shares as finder's fees_____

Issued and outstanding securities following issuance: __75,201,306_____

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction

6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions.* In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons

Full Name &Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable) (CDN$)	Prospectus Exemption	TotalSecurities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relations-hip to Issuer (2)

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____ .

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
_____ .

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

5. Description of securities to be issued:

   (a) Class _____ .

   (b) Number _____ .

   (c) Price per security _____ .

   (d) Voting rights _____

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

   (a) Number _____ .

   (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____
   _____ .

   (c) Exercise price_____ .

   (d) Expiry date _____ .

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount _____ .

   (b) Maturity date _____ .

   (c) Interest rate _____ .

   (d) Conversion terms _____ .

   (e) Default provisions _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a

corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ___ .

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____ .

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____

_____ .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

_____ .

11. State whether the private placement will result in a change of control.

_____ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____

_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: CSI will acquire 100% of the share capital of 10998451 Canada Inc. ("10998451"), a corporation existing under the *Canada Business Corporations Act*, which in turn owns 100% of the share capital of La Finca Interacviva Arachna Inc. SAS ("La Finca"), a corporation existing under the laws of Colombia. La Finca holds a license for the cultivation of non-psychoactive cannabis plants, which was granted by the Colombia Ministry of Justice in 2017. 10998451 has on hand working capital funds in the amount of approximately $2,100,000.

   La Finca has access to over 1000 acres of outdoor cultivation land. It is a founding member for the "Association for the Promotion of Hemp Growing," a non-profit entity that is concentrated on providing education and promoting the expansion of cannabis plantations, while ensuring the growth of high-quality crops through technical advice. La Finca's cultivation program is based on a decentralized model with partner farmers throughout the country, allowing small farmers to quickly generate high quality crops. Currently, La Finca has relationships with over 2,000 farming families across Colombia through various co-ops that comprise its land package.

   La Finca also has a partnership with the largest university in Colombia, Universidad Nacional de Colombia, to develop seed strains that improve the yield of biomass and flower while shortening crop cycles. It has also partnered with Universidad Distrital Francisco José de Caldas, which focuses on the educational aspects of cannabis cultivation. The university provides distance education as well as in-class instruction to educate farmers on cannabis crops, ensuring they are able to produce high quality crops.
   La Finca has a manufacturing agreement for licensed cosmetic products under the La Finca brand. These products are licenced through the Instituto Nacional de Vigilancia de Medicamento (INVIMA) which is Columbia's equivalent to the US Food and Drug Administration (US FDA). La Finca is heavily involved with INVIMA ensuring compliance with all regulations and health requirements.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
   The acquisition will be effected pursuant to a share purchase agreement dated January 9, 2019 among the vendors and CSI ("Share Purchase Agreement"). The vendors include a company incorporated under the *Canada*

Business Corporations Act as well as four individuals, three of whom are resident in Colombia and one of whom is resident in the United States.

Immediately upon completion of the acquisition by CSI of 10998451, CSI will cause 10998451 to amalgamate with a newly-incorporated, wholly-owned subsidiary of CSI pursuant to Division 3, Part 9 of the *Business Corporations Act* (British Columbia).

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: $13,500,000, based on a deemed price of $1.25 per CSI share, as agreed to by the parties for purposes of valuing the CSI shares to be issued pursuant to the Share Purchase Agreement.

   (b) Cash: Nil.

   (c) Securities (including options, warrants etc.) and dollar value: 6,400,000 CSI shares with a dollar value, based on a deemed price per CSI share of $1.25, as agree to by the parties to the transaction, of $8,000,000.

   (d) Other: Assumption by CSI of a promissory note payable to the shareholders of 10998451 in the aggregate amount of $5,500,000.

   (e) Expiry date of options, warrants, etc. if any: N/A .

   (f) Exercise price of options, warrants, etc. if any: N/A .

   (g) Work commitments: N/A .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

   Arm's length negotiation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN$)[1]	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer(1)
C.I.	3,264,000 CSI shares	1.25		Section 2.11 of NI 45-106	Nil	Not Related Person
E.Z	1,254,000 CSI shares	1.25		Section 2.11 of NI 45-106	Nil	Not Related Person
R.T	1,254,000 CSI shares	1.25		Section 2.11 of NI 45-106	Nil	Not Related Person
M.S	313,600 CSI shares	1.25		Section 2.11 of NI 45-106	Nil	Not Related Person
Y.M	313,600 CSI shares	1.25		Section 2.11 of NI 45-106	Nil	Not Related Person

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Due diligence review and negotiation of appropriate representations, warranties and indemnities in share purchase agreement.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control

[1] Based on a deemed price per CSI share, as agreed to by the parties to the transaction.

over 20% or more of the voting shares if known to the Issuer): S.B No. 1.: 324,000 CSI shares; S.B. No. 2: 324,000 CSI shares; B.L.: 324,000 CSI shares; E.C.I: 108,000 CSI shares.

(b) Cash Nil.

(c) Securities S.B No. 1.: 324,000 CSI shares; S.B. No. 2: 324,000 CSI shares; B.L.: 324,000 CSI shares; E.C.I: 108,000 CSI shares.

(d) Other Nil.

(e) Expiry date of any options, warrants etc. N/A

(f) Exercise price of any options, warrants etc. N/A .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Not a Related Person.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A .

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. the Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

(b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated January 10 2019.

Brian Thurston
Name of Director or Senior Officer

"Brian Thurston"
Signature

Director
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.