

**FORM 8**

**NOTICE OF PROPOSED PROSPECTUS OFFERING**

Please complete the following:

Name of Listed Issuer: Chemesis International Inc. (the "Issuer").

Trading Symbol: CSI

Date: July 13, 2020

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 Proposed Prospectus Offering:  
37,163,624 common shares

Date of News Release Announcing Proposed Prospectus Offering: July 13, 2020 .  
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

**1. Prospectus Offering**

1. Description of securities to be issued:

- (a) Class units (the "Units"), each Unit is comprised of one (1) common share in the capital of the Issuer (each, a "Common Share") and one (1) common share purchase warrant (each, a "Warrant") (please see below for details of the Warrants) .
- (b) Number up to 40,000,000 Units (the "Offering") .
- (c) Price per security USD\$0.50 .
- (d) Voting rights one vote per Common Share .

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: estimated to be approximately \$0.475), if the Offering is fully subscribed.
- (b) Aggregate proceeds: estimated to be up to USD\$19,000,000, if the Offering is fully subscribed.

3. Provide description of any Warrants (or options) including:
- (a) Number up to 40,000,000 if the Offering is fully subscribed. .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) up to 40,000,000 Common Shares if the Offering is fully subscribed. .
  - (c) Exercise price USD\$0.75 per Common Share .
  - (d) Expiry date The Warrants will expire 24 months following the closing date of the Offering. .
  - (e) Other significant terms N/A .
4. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount N/A .
  - (b) Maturity date N/A .
  - (c) Interest rate N/A .
  - (d) Conversion terms N/A .
  - (e) Default provisions N/A .

5. Details of currently issued and outstanding shares of each class of shares of the Issuer: The Issuer has 37,163,624 Common Shares issued and outstanding and is authorized to issue an unlimited number of Common Shares. Holders of Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Issuer, and each Common Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the board of directors of the Issuer. The holders of Common Shares, subject to the prior rights, if any, of any other class of shares of the Issuer with special rights as to dividends, are entitled to receive such dividends in any financial year as the board of directors of the Issuer may determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive the remaining property and assets of the Issuer. The Common Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights. .

6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).

Not applicable.

7. Provide details of the use of the proceeds: Proceeds are anticipated to be used for cultivation and manufacturing facility improvements, completion of pre-qualification retail locations, retail and selling activities, marketing and branding campaigns, payment of milestone payments in connection with the option to acquire Project 1493, LLC (see news release dated May 8, 2020), costs of the Offering, general corporate and acquisition expenses and general and administrative expenses.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: A portion of the proceeds of the Offering will be paid to GSRX Industries Inc. (“GSRX”) in connection with the option granted to the Issuer to acquire Project 1493, LLC, a wholly-owned subsidiary of GSRX (see news release dated May 8, 2020). GSRX is an “affiliated entity” of the Issuer.

9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: N/A.

10. 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 offering (including warrants, options, etc.): To be determined

- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) To be determined
- (b) Cash To be determined
- (c) Securities To be determined
- (d) Other To be determined
- (e) Expiry date of any options, warrants etc. To be determined

(f) Exercise price of any options, warrants etc. To be determined .

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: To be determined

\_\_\_\_\_ .

12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: To be determined

\_\_\_\_\_ .

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. \_\_\_\_\_ .

## 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 no material information concerning the Issuer which has not been publicly disclosed.
3. 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 CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated July 13, 2020\_\_\_\_\_.

Eli Dusenbury  
Name of Director or Senior  
Officer

"Eli Dusenbury"  
Signature

Chief Financial Officer  
Official Capacity