



May 22, 2019

Canadian Securities Exchange
220 Bay Street, 9th Floor
Toronto, Ontario
M5J 2W4

Re: Listing Application of Chemesis International Inc. (the "Company")

This opinion is provided at the request of the Canadian Securities Exchange (the "**CSE**") in connection with the listing of an additional 4,104,476 common shares of the Company ("**Common Shares**") on the Canadian Securities Exchange (the "**CSE**") in connection with the cancellation of promissory notes held by various promissory note holders (the "**Promissory Note Holders**") pursuant to debt settlement agreements entered into by each Promissory Note Holder and the Company on April 12, 2019 (the "**Debt Settlement Agreements**"). Pursuant to the Debt Settlement Agreements, the Company issued a total of 4,104,476 common shares in the capital of the Company (the "**Shares**").

In connection with the opinion hereinafter expressed, we have examined such statutes and public records and original or certified copies of corporate records of the Company as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed, including a certificate of an officer of the Corporation dated the date hereof, a copy of which has been provided to you. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the authentic or original documents submitted to us as certified or true copies. We have also considered such questions of law as we have considered necessary as a basis for the opinion hereinafter set forth.

We have not made an independent examination of the laws of any jurisdiction other than the Province of British Columbia and the federal laws of Canada applicable therein and we do not express or imply any opinion with respect to laws of any other jurisdiction. The opinion expressed herein is based on legislation and regulations in effect on the date hereof.

Based upon and subject to the foregoing, we are of the opinion that the 4,104,476 Shares have been validly issued as fully paid and non-assessable common shares in the capital of the Company.



This opinion is rendered solely to the Canadian Securities Exchange in connection with the transactions noted herein and may not be used by you for any other purpose, nor may it be relied upon by, in whole or in part, nor may copies be delivered to, any other person, nor may it be quoted from or referred to in any documents, without our prior written consent.

Yours very truly,

CASSELS BROCK & BLACKWELL LLP