



**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, JULY 25, 2019**

You are receiving this notification because Invictus MD Strategies Corp. (the “**Corporation**”) has opted to use the “notice and access” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Corporation in respect of its annual general meeting of Shareholders to be held on Thursday, July 25, 2019 (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper use and it also reduces the Corporation’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN:	Thursday, July 25, 2019 11:00 a.m. PDT	WHERE:	10 th Floor – 595 Howe Street Vancouver, British Columbia Canada
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SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** To receive and consider the consolidated audited financial statements of the Corporation for the year ended January 31, 2019, together with the auditor’s report thereon. See section entitled “Business of the Meeting – Financial Statements and Auditors’ Report” in the Information Circular.
- **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint Manning Elliott, LLP, as auditor of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration. See the section entitled “Business of the Meeting – Appointment and Remuneration of Auditors” in the Information Circular.
- **FIX THE NUMBER OF DIRECTORS:** to fix the number of Directors of the Corporation at five. See the section entitled “Business of the Meeting – Number of Directors” in the Information Circular.
- **ELECTION OF DIRECTORS:** to elect five Directors of the Corporation for the ensuing year. See the section entitled “Business of the Meeting - Election of Directors” in the Information Circular.
- **APPROVAL OF STOCK OPTION PLAN:** to pass an ordinary resolution providing the required annual approval of the Corporation’s 2017 Incentive Stock Option Plan. See the section entitled “Particulars of Other Matters to be Acted Upon - Annual Approval of Option Plan” in the Information Circular.
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Corporations profile at www.sedar.com or on the Corporation's website at www.invictus-md.com.

The Financial Statement Request Card is included with the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended January 31, 2019 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests by email to connect@invictus-md.com or by calling toll-free at 1-844-800-6086. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than July 8, 2019**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by email to connect@invictus-md.com or by calling toll-free at 1-844-800-6086.**

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 11:00 a.m. PDT on Tuesday, July 23, 2019:

INTERNET:	Go to www.investorvote.com and follow the instructions.
FACSIMILE:	Fax to Computershare at 1-866-249-7775 or 416-263-9524.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to Computershare at:

Computershare Investor Services Inc.
Toronto Office, Proxy Department
100 University Avenue, 8th Floor
Toronto, Ontario, Canada M5J 2Y1

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET:	Go to www.proxyvote.com and follow the instructions.
MAIL:	Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-844-800-6086.