



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares in the capital of Invictus MD Strategies Corp. (the “**Corporation**”) will be held at 10th Floor – 595 Howe Street, Vancouver, British Columbia, V6C 2T5 on Thursday, July 25, 2019, at 11:00 a.m. PDT, for the following purposes:

1. to receive the consolidated audited financial statements of the Corporation for the year ended January 31, 2019, together with the report of the auditors thereon;
2. to appoint Manning Elliott, LLP, as auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration;
3. to fix the number of Directors at five (5);
4. to elect Directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution providing the required annual approval of the Corporation’s 2017 Incentive Stock Option Plan, as more particularly described in the accompanying Management Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is a Management Information Circular (the “**Information Circular**”). Reference is made to the Information Circular for details of the matters to be considered at the Meeting.

The Directors of the Corporation have fixed the close of business on June 6, 2019 as the record date for the Meeting (the “**Record Date**”) for determining Shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting, except to the extent that a Shareholder has transferred any Invictus common shares after that date and the new holder of such Invictus common shares establishes proper ownership and requests not later than 10 days before the date of the Meeting that his/her name be included in the list of Shareholders eligible to vote at the Meeting and any postponement or any adjournment thereof.

As described in the “notice and access” notification mailed to Shareholders of the Corporation, the Corporation has opted to deliver its Meeting materials to Shareholders by posting them on its website at www.invictus-md.com and under the Corporation’s profile on the Canadian System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com on June 18, 2019. The use of this alternative means of delivery is more environmentally friendly and more economical as it reduces the Corporation’s paper and printing use and thus reduces the Corporation’s printing and mailing costs. The Meeting materials will be available on the Corporation’s website for one full year.

Shareholders who wish to receive paper copies of the Meeting materials prior to the meeting may request copies from the Corporation by calling 1-844-800-6086 or by sending an email to connect@invictus-md.com no later than July 8, 2019.

If you are not able to attend the Meeting, please vote by using the proxy form or voting instruction form included with the “notice and access” notification and return it according to the instructions provided before 11:00 a.m. PDT on Tuesday, July 23, 2019.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone (toll free) at 1-800-564-6253, by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia, the 13th day of June.

ON BEHALF OF THE BOARD

(signed) "Trevor Dixon"

President, Chief Executive Officer and Director

Whether or not you expect to attend the Meeting or any postponement or adjournment thereof, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING FORM OF PROXY. To be effective, proxies must be received by Computershare Investor Services Inc. by 11:00 a.m. (PDT) on Tuesday, July 23, 2019. If you are a non-registered shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by other intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting. Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your Invictus common shares are represented. Please note that registered shareholders of the Corporation may vote in person at the Meeting and any postponement or any adjournment thereof even if you have previously returned the proxy. Proxies will be counted and tabulated by Computershare Investor Services Inc., the Corporation's registrar and transfer agent in such a manner as to protect the confidentiality of how a particular shareholder votes except where they contain comments clearly intended for management, in the case of a proxy contest, or where it is necessary to determine the proxy's validity or to permit management and the Board of Directors to discharge their legal obligations to the Corporation or its Shareholders.