



PRESS RELEASE**November 24th, 2016**

Invictus MD announces binding LOI to acquire Health Canada Licensed Producer under the ACMPR and concurrent \$10,000,000 private placement

Vancouver, BC, November 24th, 2016 - INVICTUS MD STRATEGIES CORP. ("Invictus MD" or the "Company") (CSE: IMH; OTC: IVITF; FRA: 8IS) is pleased to announce that it has entered into a binding letter of intent to acquire 33 1/3% of AB Laboratories Inc. ("AB Labs"), a *Licensed Producer* under the *Access to Cannabis for Medical Purposes Regulations* ("ACMPR"), and 33 1/3% of AB Farms Inc. ("AB Farms"), which has a proposed secondary expansion facility (totaling approximately 100 acres) currently in planning for a total aggregate transaction value of \$17,250,000 based on Invictus MD's November 17th closing price.

Concurrent Private Placement

The Company also announces a concurrent private placement of units at a price of \$1.05 per unit to raise gross proceeds of CAD\$10,000,000 (the "**Offering**"), which will be used to fund the acquisitions. Each unit will consist of one common share and one-half of a common share purchase warrant exercisable to purchase an additional share at \$1.75 for 18 months. The warrants will also be subject to an acceleration clause whereby if the closing price of the Company's shares is equal to or greater than \$2.75 for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry of the warrants by giving 10 business days' notice.

The letter of intent provides for the vendors participation in the Offering of up to CAD\$3,000,000. Certain insiders of the Company have also indicated that they will participate in the Offering.



Eventus Capital Corp. will act as the finder in connection with a portion of the Offering. Finder's fees in connection with the Offering will consist of a combination of cash and/or finder's warrants.

Transaction Terms

The first transaction is to acquire 33 1/3% of AB Labs with the payment of CAD\$7,000,000 in cash and the issuance of such number of common shares of Invictus MD as is equal to CAD\$1,250,000 based on the volume weighted average trading price of Invictus MD three (3) days prior to entering into the definitive agreement and an additional 1,200,000 common shares issued at closing.

The second transaction is to acquire 33 1/3% of AB Farms with the payment of CAD\$7,500,000 on an as needed basis. In connection with the acquisition of AB Farms, Invictus MD will pay a non-refundable deposit of CAD\$100,000.

The terms of the letter of intent provide for mutual exclusivity until December 23rd, 2016 which is the anticipated closing date of the two transactions. AB Labs received its license to cultivate from Health Canada on October 21st, 2016 and is currently in the initial cultivation process and expects to have its first harvest and receive its sales license by Q2 of 2017. AB Farms is also expected to commence construction by Q2 of 2017.

Dan Kriznic, CEO of Invictus MD, commented, "This is a triumphantly pivotal point for Invictus and its shareholders. Breaking ground into the ACMPR has always been our intention since inception, however partnering with the right team has held us back until today. After meeting, discussing, and conducting our due diligence on over 5 Licensed Producers, we are pleased to announce this partnership with AB Labs. The fact that they are wholly owned subsidiaries of AB Fertilizers, which manufactures mineral based fertilizers within the hydroponic industry will definitely pave the way for possible future alliances between AB Fertilizers and Future Harvest Development. When both parties met, we both knew that this would be a great fit immediately."

About Invictus MD Strategies Corp.

Invictus MD targets companies with proven brands, strong customer focus, and significant growth potential. We provide not only capital to meet these objectives but



Increasing Shareholder Value by Combining Organic Growth with a Disciplined Acquisition Philosophy

also years of management experience from a team that has been successful in all facets of business, from establishing start-ups to running large international organizations. The fundamental core of our operations centers on the vast opportunities within fragmented industries.

Invictus MD works in partnership with management teams to increase shareholder value through business planning and process integration, developing and executing growth strategies, leveraging our experience and relationships, and structuring and deploying the proper capital to support long-term growth. Our prudent approach to both investing in and developing successful companies ensures successful execution of the business plan in both times of economic expansion and contraction.

For more information, please visit www.invictus-md.com.

On Behalf of the Board,

Dan Kriznic

Chairman & CEO

604-368-6437

Cautionary Note Regarding Forward-Looking Statements: This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws or forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. All statements in this news release, other than statements of historical facts, including statements regarding future estimates, plans, objectives, assumptions or expectations of future performance, including the timing and completion of the proposed acquisitions of AB Farms and AB Labs and the Offering, are forward-looking statements and contain forward-looking information. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". Forward-looking statements are based on certain material assumptions and analysis made by the Company and the opinions and estimates of management as of the date of this press release, including the assumptions that the Company will obtain stock exchange approval of the Offering, the proposed acquisitions of AB Farms and AB Labs will occur as anticipated, that the Company will raise sufficient funds under the Offering, and that the Company will obtain all requisite approvals of the acquisitions. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Important factors that may cause actual results to vary, include, without limitation, the risk that the proposed acquisitions may not occur as planned; the timing and receipt of requisite approvals and failure to raise sufficient funds under the Offering. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial outlook that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbour.