

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Invictus MD Strategies Corp. (the "Issuer")
1980 – 1075 West Georgia Street
Vancouver, BC
V6E 3C9

ITEM 2. DATE OF MATERIAL CHANGE

December 17, 2014

ITEM 3. NEWS RELEASES

Issued December 17, 2014 and December 19, 2014 and released through Marketwire at Vancouver, British Columbia.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer completed its acquisition of Greener Pastures Marihuana Dispensary Ltd. by way of a three-cornered amalgamation. Concurrently, the Issuer completed a private placement of 2,754,667 common shares at a price of \$0.15 per share. The Issuer's common shares began trading on the Canadian Securities Exchange on December 23, 2014.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See news releases attached as Schedule "A".

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Dan Kriznic, Chief Executive Officer and Director
Telephone: 604-368-6437

ITEM 9. DATE OF REPORT

December 23, 2014

Schedule "A"

BIOAB STRATEGIES LTD. ANNOUNCES AMALGAMATION AGREEMENT AND PRIVATE PLACEMENT

Vancouver, BC, December 17, 2014 – BioAB Strategies Ltd. (the “Company” or “BioAB”) is pleased to announce that in furtherance to its press release dated July 10, 2014, the Company has entered into an amalgamation agreement dated as of December 16, 2014 (the "**Amalgamation Agreement**") pursuant to which BioAB will acquire all of the issued and outstanding securities of Greener Pastures Marihuana Dispensary Ltd. ("**GPMD**"), a corporation incorporated under the laws of the Province of British Columbia.

The transaction will be carried out by way of a three-cornered amalgamation whereby a wholly-owned subsidiary of the Company incorporated under the laws of the Province of British Columbia ("**Newco**") will amalgamate with GPMD to form a new corporate entity ("**Amalco**"). Upon completion of the amalgamation, Amalco will be known as Greener Pastures Marihuana Dispensary Ltd., the continuing entity resulting from the amalgamation of Newco and GPMD. The Amalgamation Agreement entered into among the Company, Newco and GPMD contemplates the issuance of 22,479,120 BioAB shares, with a deemed price of \$0.04 per share, to the GPMD shareholders on the basis of one BioAB share for every one GPMD share held and the cancellation of the GPMD shares. Completion of the transaction is subject to customary conditions as well as other conditions, including regulatory and shareholder approval, and satisfactory completion of due diligence reviews.

The Canadian Stock Exchange (the "**CSE**") has conditionally accepted BioAB's application for the listing of its common shares. Upon completion of the amalgamation, GPMD will become the operating arm of the Company. Also in connection with the completion of the amalgamation and the listing on the CSE, BioAB will change its name to Invictus MD Strategies Corp.

In connection with the Company's proposed listing on the CSE, the proposed directors and officers of the Company upon completion of the transaction (the "**Related Persons**") and warrant holders of the Company will enter into an escrow agreement that contains the escrow release provisions set out in National Policy 46-201 ("**NP 46-201**"). In addition, 17,089,120 of the 21,089,120 common shares held by the Related Persons will, in addition to the NP 46-201 release provisions, be subject to escrow release provisions contingent on the Company reaching certain earnings milestones.

Private Placement

The Company also announces that concurrent with the transactions contemplated in the Amalgamation Agreement, BioAB intends to complete a non-brokered private placement of 2,754,667 BioAB shares at a price of \$0.15 per common share to raise gross proceeds of \$413,200.

The proceeds from the financing will be used for working capital requirements and to develop the Company's business plan.

BioAB Strategies Ltd. is a Canadian bio-pharmaceutical reporting issuer which holds a licensed patent portfolio. Upon completion of the Amalgamation, BioAB will transfer its existing MX-2401 antibiotic assets and contracts to a third party.

For further information, please contact:

Bruce Schmidt, Chief Executive Officer, Chief Financial Officer & Director

Phone: 604-760-0160

Forward-Looking Statements

Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities laws. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements, including, among others, the consummation of the proposed transaction and related assumptions on the terms contemplated or at all, whether a listing on the CSE will be accepted, whether the various earnings milestones will be achieved, whether the private placement will close on the terms contemplated or at all, whether the proceeds of the private placement will be used for the purposes disclosed and whether the proposed assets will be transferred. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. More detailed information about potential factors that could affect projected results is included in the documents filed from time to time with the Canadian securities regulatory authorities by the Company.

**INVICTUS MD STRATEGIES CORP. ANNOUNCES CLOSING OF AMALGAMATION AGREEMENT AND
PRIVATE PLACEMENT**

Vancouver, BC, December 19, 2014 – INVICTUS MD STRATEGIES CORP. (formerly BioAB Strategies Ltd.) (the "Company") is pleased to announce that in furtherance to its press release dated December 17, 2014, the Company has completed its acquisition of Greener Pastures Marihuana Dispensary Ltd. by way of a three-cornered amalgamation. The Company is also pleased to announce the completion of its concurrent non-brokered private placement of 2,754,667 common shares at a price of \$0.15 per share for total gross proceeds of \$413,200.

At closing, the board of directors of the Company was replaced with Dan Kriznic, Drew Lawrenson, Colin Kinsley, and Herrick Lau. Mr. Kriznic was appointed Chief Executive Officer and Kelsey Chin was appointed Chief Financial Officer.

The Company also submitted final listing documentation to the Canadian Securities Exchange ("CSE") today. Subject to final approval of the CSE, the Company expects its shares to begin trading on the CSE prior to market open on Tuesday, December 23rd.

For further information, please contact:

Dan Kriznic, Chief Executive Officer & Director

Phone: 604-368-6437

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