



**FOR IMMEDIATE RELEASE**

**NOVICIUS ENTERS INTO LETTER OF INTENT WITH GROWN ROGUE FOR A  
BUSINESS COMBINATION**

**TORONTO, ON / ACCESSWIRE / September 28, 2017 / NOVICIUS CORP.** (formerly: Intelligent Content Enterprises Inc. (OTCQB: NVSIF, CSE: NVS) ("**Novicius**" or the "**Company**"), is pleased to announce that the Company has entered into a non-binding letter of intent (the "**Letter of Intent**") with Grown Rogue Unlimited, LLC, an Oregon limited liability company ("**Grown Rogue**") pursuant to which the Company will combine its business operations with Grown Rogue (the "**Transaction**"). Pursuant to the Letter of Intent, the Transaction will result in a reverse take-over of the Company by Grown Rogue and the listing for trading of the shares of the resulting issuer (the "**Resulting Issuer**") on the Canadian Securities Exchange.

The Transaction is subject to the approval of the Canadian Securities Exchange and standard closing conditions, including the approval of the directors of each of Novicius and Grown Rogue and completion of due diligence investigations to the satisfaction of each of Novicius and Grown Rogue, as well as certain conditions described below.

***About Grown Rogue***

Grown Rogue is a fully licensed, adult-use, seed to sale, cannabis company. Grown Rogue operates approximately 100,000 square feet of cultivation facilities with an emphasis on product quality from the original genetic selection to the final consumer products. Our team has over 50 years of combined cannabis expertise with significant operational history through the asset purchase of a former medical marijuana operator who provided quality medicine to Oregon patients for 10 years. Grown Rogue's goal is to bring a professional and sustainable business model to the industry coupling the historical track record of cannabis success with extensive private sector experience in natural resources, technology, finance, and marketing. To learn more, please visit us at [www.grownrogue.com](http://www.grownrogue.com).

“The alignment with Novicius enables Grown Rogue to exponentially scale our existing operations and distributions to continue to bring the best in cannabis products to our industry partners and customers.”

-Obie Strickler, Founder and CEO of Grown Rogue

### ***Transaction***

The Transaction will result in Grown Rogue becoming a wholly-owned subsidiary of the Company or otherwise combining its corporate existence with a wholly-owned subsidiary of the Company.

Prior to the closing of the Private Placement (as defined below) and the Transaction, the Company will complete a consolidation (the “**Consolidation**”) of its common shares on the basis of two (2) pre-consolidated common shares for one (1) post-consolidated common share, as adjusted such that the shareholders of the Company will hold no more than 3.6% of the common shares of the Resulting Issuer on closing of the Transaction.

Pursuant to the Transaction, 55,500,000 post-Consolidation common shares of the Company (“**Nov Shares**”), or as adjusted such that the owners of Grown Rogue will own at least 75.9% of the Resulting Issuer on the closing of the Transaction, will be issued to the owners of Grown Rogue in exchange for all of the issued and outstanding equity membership interests of Grown Rogue based on a valuation acceptable to the parties of at least \$27,750,000 and Nov Shares being issued at \$0.50 per (post-Consolidation) share.

In conjunction with the Transaction, the Company will complete a brokered private placement (the “**Private Placement**”) of securities (the “**Offered Securities**”) at a minimum price per Offered Security of \$0.50. The Private Placement shall be for minimum gross proceeds of \$7,500,000 or such other amount as the Company and Grown Rogue may agree.

On closing of the Transaction, it is expected that: (a) the current holders of the Company securities will own, and have the right to acquire upon exercise of warrants and options, common shares representing approximately 3.6% of fully diluted common shares of the Resulting Issuer; (b) the former owners of Grown Rogue will own common shares representing approximately 75.9% of fully diluted common shares of the Resulting Issuer; and (c) purchasers of Offered Securities issued in the Private Placement will own approximately 20.5% of fully diluted common shares of the Resulting Issuer.

It is intended that the board of directors of the Resulting Issuer immediately following the closing of the Transaction shall consist of five (5) directors and who shall include Obie Strickler. In addition, Obie Strickler will act as the Chief Executive Officer of the Resulting Issuer.

The completion of the Transaction is contingent on a number of conditions precedent including receipt of all requisite corporate, shareholder and regulatory approvals, completion of the Private Placement, the Consolidation and the execution of a definitive agreement between the parties. Further details relating to the Transaction will be announced upon the execution of the definitive agreement.

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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About Novicius Corp.

Novicius Corp is an emergent Media and Internet company that focuses on the experience of the website user. The Company's strategy is to drive revenue through technologies and services that deliver Content, Social and Digital Media, eCommerce and Advertising.

*Certain information regarding the Company in this news release may constitute forward-looking statements or future oriented financial information under applicable securities laws. The forward-looking information includes, without limitation, successful completion of the proposed transaction, projections or estimates made by us and our management in connection with our business operations. Various assumptions were used in drawing the conclusions or making the forecasts and projections contained in the forward-looking information contained in this press release, which assumptions are based on management's analysis of historical trends, experience, current conditions and expected future developments pertaining to the Company and the industry in which it operates as well as certain assumptions as specifically outlined in the release above. Forward-looking information is based on current expectations, estimates and projections that involve a number of risks, which could cause actual results to vary and in some instances to differ materially from those anticipated by the Company and described in the forward-looking information contained in this press release. Undue reliance should not be placed on forward-looking information, which is not a guarantee of performance and is subject to a number of risks or uncertainties. Readers are cautioned that the foregoing list of risk factors is not exhaustive. Forward-looking information is based on the estimates and opinions of the Company's management at the time the information is released and the Company disclaims any intent or obligation to update publicly any such forward-looking information, whether as a result of new information, future events or otherwise, other than as expressly required by applicable securities law.*

## *Safe Harbor Statement*

*This press release may contain forward-looking information within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including all statements that are not statements of historical fact regarding the intent, belief or current expectations of the company, its directors or its officers with respect to, among other things: (i) the company’s financing plans; (ii) trends affecting the company’s financial condition or results of operations; (iii) the company’s growth strategy and operating strategy; and (iv) the declaration and payment of dividends. The words “may,” “would,” “will,” “expect,” “estimate,” “anticipate,” “believe,” “intend” and similar expressions and variations thereof are intended to identify forward-looking statements. Also, forward-looking statements represent our management’s beliefs and assumptions only as of the date hereof. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond the company’s ability to control, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors including the risk disclosed in the Company’s Form 20-F and 6-K filings with the Securities and Exchange Commission.*

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