

UNDERTAKING

TO: Alberta Securities Commission
AND TO: British Columbia Securities Commission
Ontario Securities Commission

RE: InnoCan Pharma Corporation (the "Corporation")
Final Long Form Prospectus dated September 12, 2019 (the "Final Prospectus")
SEDAR Project Number: 02926788

The Corporation hereby undertakes to file, with each of the Securities Commissions any material contracts executed after the filing of the Final Prospectus prior to completion of the offering and not previously filed on SEDAR, including but not limited to: (i) the indenture to be entered into between the Corporation and Odyssey Trust Company; and (ii) the escrow agreement to be entered into between the Corporation, Odyssey Trust Company and certain current shareholders of the Corporation, within seven days of the execution of each such material contract.

DATED as of the 12th day of September, 2019.

INNOCAN PHARMA CORPORATION

Per: (signed) "Iris Bincovich"
Iris Bincovich
Chief Executive Officer