

**QUALIFICATION CERTIFICATE
PURSUANT TO NATIONAL INSTRUMENT 44-101**

To: Alberta Securities Commission, as principal regulator

**British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Superintendent of Securities, Consumer, Corporate and Insurance Services Division,
Prince Edward Island
Service NL, Office of the Superintendent of Securities**

Re: InnoCan Pharma Corporation (the “Corporation”)

**Preliminary Short Form Prospectus dated May 11, 2020 (the “Preliminary Prospectus”)
filed pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*
 (“NI 44-101”) and Multilateral Instrument 11-202 *Passport System* (“MI 11-202”)**

The undersigned hereby certifies, for and on behalf of the Corporation and not in a personal capacity, at the date hereof, that:

- (i) the Corporation is relying on the criteria set forth in Section 2.2 of National Instrument 44-101 - *Short Form Prospectus Distributions* (“**NI 44-101**”) regarding the qualification to file a short form prospectus for a distribution of its securities pursuant to NI 44-101;
- (ii) all of those qualification criteria have been satisfied; and
- (iii) all of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the preliminary short form prospectus.

DATED this 11th day of May, 2020.

INNOCAN PHARMA CORPORATION

By: “Iris Bincovich”
Iris Bincovich
Chief Executive Officer