

UNDERTAKING

- TO:** Alberta Securities Commission, as principal regulator
British Columbia Securities Commission
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Service NL, Financial Services Regulation Division
Nova Scotia Securities Commission
Superintendent of Securities, Justice and Public Safety, Prince Edward Island
- RE:** Innocan Pharma Corporation (“Innocan”) – Final Short Form Prospectus dated June 4, 2020 (the “Final Prospectus”) – SEDAR Project #03056165

We refer to Innocan’s Final Prospectus relating to the distribution of units of Innocan.

Pursuant to Sections 4.2(a)(x) and 4.2(a)(x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions*, Innocan hereby undertakes to file a copy of any agreement, contracts and material contracts required to be filed under Sections 12.1 and 12.2 of National Instrument 51-102 – *Continuous Disclosure Requirements*, including the Warrant Indenture between Innocan and Odyssey Trust Company, that has not been executed before the filing of the Final Prospectus, but will be executed on or before the completion of the distribution and that has not been previously filed promptly and in any event within seven days after the execution of the material contract.

DATED this 4th day of June, 2020.

INNOCAN PHARMA CORPORATION

Per: “Iris Bincovich”

Iris Bincovich

Chief Financial Officer