

INNOCAN PHARMA CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT an annual and special meeting (the “**Meeting**”) of the shareholders of InnoCan Pharma Corporation (the “**Corporation**”) will be held at the offices of the Corporation, 1015, 926 – 5 Avenue SW, Calgary, Alberta, T2P 0N7, Calgary, Alberta on Thursday, June 25, 2020 at 8:30 a.m. (Calgary Time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year end dated December 31, 2019 and the accompanying report of the auditors;
2. to appoint auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors’ remuneration, as more fully described in the management information circular (the “**Management Information Circular**”) accompanying this Notice of Meeting;
3. to elect the directors of the Corporation to serve until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
4. to amend the Corporation’s stock option plan and if deemed appropriate, to pass, with or without variation, on ordinary resolution approving the Corporation’s stock option plan;
5. to consider an ordinary resolution confirming certain amendments to the Corporation’s By-Law No. 1; and
6. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the Management Information Circular.

Only shareholders of record as of May 21, 2020, the record date, are entitled to notice of the Meeting and to vote at the meeting and at any adjournment or postponement thereof.

IMPORTANT

With respect to the current COVID-19 outbreak, InnoCan asks that, in considering whether to attend the meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>).

InnoCan strongly encourages shareholders not to attend the meeting in person and instead to vote their shares by proxy. Any person who is experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing or has travelled in the 14 days prior to the Meeting will not be permitted entry into the meeting. InnoCan may take additional precautionary measures in relation to the meeting in response to further developments in the COVID-19 outbreak in its sole discretion.

SHAREHOLDERS MAY DIAL INTO THE MEETING AT THE BELOW NUMBERS OR ZOOM LINK BUT WILL NOT BE PERMITTED TO VOTE BY PHONE OR USING THIS ZOOM LINK:

**+1 647 558 0588 (Toronto)
+1 587 328 1099 (Calgary)
+1 929 205 6099 US (New York)
+1 312 626 6799 US (Chicago)
+972 3 978 6688 (Israel)**

**Meeting ID: 988 1769 7479
Password: 581774**

https://urldefense.proofpoint.com/v2/url?u=https-3A__zoom.us_j_98817697479-3Fpwd-3DcTE1MTZLVmhtZFZNMlpOUXE1b0JLZz09&d=DwIF-g&c=d0WXBk_Z-g8VkJhzz_gPiQ&r=RqZekfiRFN0FJ7omnJ59-ulFPGoxdryEDAMWvif9mfs&m=taram_V0zkURtMVEYO2O0NipDH58veNSUWtAHPoNzNc&s=OhgsRoulPwzr9dDJOT6CrHHaYgVy8yWNmYqvA6c-msg&e=

DISCLAIMER

ANY PERSON WHO ATTENDS THE MEETING IN PERSON DOES SO AT HIS OR HER OWN RISK AND BY ATTENDING THE MEETING IN PERSON, SUCH PERSON ACKNOWLEDGES AND AGREES THAT THE CORPORATION AND THE DIRECTORS, OFFICERS AND AGENTS THEREOF ARE NOT LIABLE TO THE PERSON FOR ANY ILLNESSES OR OTHER ADVERSE REACTIONS THAT MAY RESULT FROM SUCH PERSON'S ATTENDANCE AT THE MEETING. ANY PERSON WHO ATTEMPTS TO ENTER THE MEETING BUT IS DENIED ENTRY ACKNOWLEDGES AND AGREES THAT HE, SHE OR IT SHALL HAVE NO CLAIM AGAINST THE CORPORATION OR ITS, DIRECTORS OFFICERS OR AGENTS FOR SUCH DENIAL OF ENTRY INTO THE MEETING.

If you do not expect to attend and would like your common shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Odyssey Trust Company, at its principal office at Stock Exchange Tower, 1230-300 5th Avenue SW, Calgary, Alberta T2P 3C4 or by email at proxy@odysseytrust.com not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof. Late

instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Toronto, Ontario this 28th day of May, 2020.

By Order of the Board of Directors of InnoCan Pharma Corporation

(signed) "Iris Bincovich"

Iris Bincovich

Chief Executive Officer