

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1. Name and Address of Company**

InnoCan Pharma Corporation (the "**Company**" or "**InnoCan**")  
10 Hamenofim Street  
Herzliya, Israel 4672561

**Item 2. Date of Material Change**

December 30, 2020

**Item 3. News Release**

The press release disclosing the material change was released on December 31, 2020 through the facilities of Newsfile Corp.

**Item 4. Summary of Material Change**

On December 30, 2020, the Company closed a non-brokered private placement offering of 10,294,800 units of Innocan (the "**Units**") at a price of \$0.23 per Units for aggregate gross proceeds of \$2,367,804 (the "**Offering**"). All Common Shares and Warrants issued pursuant to the Offering were subject to a four month statutory hold period commencing from the closing date under applicable securities laws. Each Unit consists of one common share in the capital of the Company ("**Common Share**") and one-half of one common share purchase warrant ("**Warrant**"). Each whole Warrant entitles the holder to purchase one Common Share at a price of \$0.35 for a period of three years from the date of issuance.

**Item 5. Full Description of Material Change**

*5.1 Full Description of Material Change*

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All Common Shares and Warrants issued pursuant to the Offering would be subject to a four month statutory hold period commencing from the closing date under applicable securities laws.

Each Unit consists of one common share in the capital of the Company ("**Common Share**") and one-half of one common share purchase warrant ("**Warrant**"). Each whole Warrant entitles the holder to purchase one Common Share at a price of \$0.35 for a period of three years from the date of issuance.

Following the date of issuance of the Warrants, if the daily volume weighted average trading price of the Common Shares on the Canadian Securities Exchange for any period of 30 consecutive trading days equals or exceeds \$0.70, the Company may, upon providing written notice to the holders of the Warrants (the "**Acceleration Notice**"), accelerate the expiry date of the Warrants to the date that is 30 days following the date of the Acceleration Notice.

Innocan intends to use the proceeds of the Offering for general working capital and corporate purposes.

- *5.2 Disclosure for Restructuring Transactions*

Not Applicable

**Item 6.      Item 6 - Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 – Continuous Disclosure Obligations**

Not Applicable

**Item 7.      Item 7 - Omitted Information**

No information has been omitted from this material change report.

**Item 8.      Executive Officer**

Iris Bincovich, Chief Executive Officer

+972-54-3012842

**Item 9.      Date of Report**

January 4, 2021