

## UNDERTAKING

**TO:** Alberta Securities Commission

**AND TO:** British Columbia Securities Commission  
Ontario Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Autorité des marchés financiers  
Financial and Consumer Services Commission of New Brunswick  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities, Service Newfoundland and Labrador  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Yukon Superintendent of Securities  
Office of the Superintendent of Securities, Northwest Territories  
Nunavut Securities Office

(collectively, the “**Commissions**”)

**RE:** Innocan Pharma Corporation - Final Short Form Base Shelf Prospectus dated May 15, 2022 (the “**Prospectus**”)

---

Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Prospectus.

In connection with the filing of the Prospectus, the undersigned undertakes to file with the Commissions all material contracts and documents affecting the rights of securityholders, in accordance with subsections 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions*, including the following, if applicable:

1. the underwriting or agency agreement for any offering of Securities;
2. the warrant indenture for any offering of Warrants;
3. the subscription receipt agreement for any offering of Subscription Receipts;
4. the unit agreement and, if applicable, collateral agreements and depository agreements, for any offering of Units,

promptly and in any event within seven days after the execution of the document or after the document becomes effective, as applicable.

**[Signature page follows]**

DATED this 15th day of May, 2022.

**INNOCAN PHARMA CORPORATION**

Per: "Iris Bincovich"  
Iris Bincovich  
Chief Executive Officer