

INNOCAN PHARMA CORPORATION

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE
HELD ON JUNE 29, 2022**

AND

MANAGEMENT INFORMATION CIRCULAR

DATED MAY 31, 2022

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’s solicitors Gowling WLG (Canada) LLP, 1600 – 100 King St. W, Toronto, Ontario, M5X 1G5 on Wednesday, June 29, 2022 at 8:30 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year end dated December 31, 2021 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 consider and, if thought appropriate, to pass, with or without variation, a special resolution authorizing the board of directors to effect a share consolidation on the basis of one (1) post-consolidation Common Share for up to each thirty (30) pre-Consolidation Common Shares, as more particularly set out in the Management Information Circular (the “**Consolidation**”); and
5. 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 25, 2022, 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. In addition, any shareholder attending the Meeting in person will be required to provide proof of vaccination and abide by Gowling WLG (Canada) LLP's masking policy. 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)
+1 646 876 9923 US (New York)
+1 312 626 6799 US (Chicago)
+972 3 978 6688 (Israel)

**Meeting ID: 869 6416 2648
Password: 289470**

<https://gowlingwlqca.zoom.us/j/86964162648?pwd=MzVCdUVkNUExeHVBbzFldXIFZlZ3Zz09>

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 31st day of May, 2022.

By Order of the Board of Directors of InnoCan Pharma Corporation

(signed) "Iris Bincovich"

Iris Bincovich

Chief Executive Officer

**INNOCAN PHARMA CORPORATION
MANAGEMENT INFORMATION CIRCULAR**

SOLICITATION OF PROXIES

This management information circular (this “**Management Information Circular**”) is provided in connection with the solicitation of proxies by management of InnoCan Pharma Corporation (the “**Corporation**” or “**InnoCan**”) for use at the Annual and Special Meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) in the capital of the Corporation. The Meeting will be held at the offices of the Corporation’s solicitors Gowling WLG (Canada) LLP, 1600 – 100 King St. W, Toronto, Ontario, M5X 1G5 on Wednesday, June 29, 2022 at 8:30 a.m. (Toronto time), or at such other time or place to which the Meeting may be adjourned, for the purposes set forth in the notice of annual and special meeting accompanying this Management Information Circular (the “**Notice**”). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of electronic communication. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings or securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Accompanying this Management Information Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting (“**Instrument of Proxy**”). Each Shareholder who is entitled to attend at Shareholders’ meetings is encouraged to participate in the Meeting and Shareholders are urged to vote on matters to be considered in person or by proxy.

Unless otherwise stated, the information contained in this Management Information Circular is given as of May 31, 2022 (the “**Effective Date**”).

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper form of proxy to the registered office of the Corporation or to Odyssey Trust Company (the “**Transfer Agent**”) either in person, or by mail or courier, to Stock Exchange Tower, 1230-300 5th Avenue SW, Calgary, Alberta T2P 3C4 or by email to proxy@odysseytrust.com.

The persons named as proxyholders in the Instrument of Proxy accompanying this Management Information Circular are directors or officers of the Corporation and are representatives of the Corporation’s management for the Meeting. A Shareholder who

wishes to appoint some other person (who need not be a Shareholder) as his or her representative at the Meeting may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person's name in the blank space provided in the accompanying Instrument of Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to the Transfer Agent, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Instrument of Proxy should notify the nominee of the appointment, obtain the nominee's consent to act as proxy, and provide instructions on how the Common Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

In order to validly appoint a proxy, instruments of proxy must be received by the Transfer Agent (the address is stated above or in the Instrument of Proxy) at least 48 hours prior to the Meeting or any adjournment or postponement thereof. After such time, the chairman of the Meeting may accept or reject a form of proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late form of proxy.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Corporation or Odyssey Trust Company (the "Transfer Agent") either in person, or by mail or courier, to Stock Exchange Tower, 1230-300 5th Avenue SW, Calgary, Alberta T2P 3C4, at any time up to and including the last business day preceding the date of the Meeting, or any postponement or adjournment thereof at which the proxy is to be used, or deposited with the chairman of such Meeting on the day of the Meeting, or any postponement or adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Also, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chairman before the proxy is exercised) and vote in person (or withhold from voting).

Signature on Proxies

The form of proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. A form of proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

Each Shareholder may instruct his proxy how to vote his or her Common Shares by completing the blanks on the Instrument of Proxy.

The Common Shares represented by the enclosed proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. In the absence of such direction, such Common Shares will be voted IN FAVOUR OF PASSING THE RESOLUTIONS DESCRIBED IN THE INSTRUMENT OF PROXY AND BELOW. If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the accompanying Instrument of Proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by a valid Instrument of Proxy will be voted in favour of the election of nominees set forth in this Management Information Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the Effective Date, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders who are registered shareholders (that is, shareholders whose names appear on the records maintained by the registrar and transfer agent for the Common Shares as registered holders of Common Shares) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**BFS**") in Canada. BFS typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to BFS, or otherwise communicate voting instructions to BFS (by way of the Internet or telephone, for example). BFS then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial**

Shareholder who receives a BFS voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to BFS (or instructions respecting the voting of Common Shares must otherwise be communicated to BFS) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, CDS & Co. or another intermediary, the Beneficial Shareholder may attend the Meeting as proxyholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder, should enter their own names in the blank space on the Instrument of Proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to Shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice are to registered Shareholders unless specifically stated otherwise.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Shareholders of record as of May 25, 2022 (the “**Record Date**”) are entitled to receive notice and attend and vote at the Meeting. As at the Record Date, the Corporation had 248,518,197 issued and outstanding Common Shares. These Common Shares are the only voting shares of the Corporation.

To the knowledge of the directors and officers of the Corporation, as at the Record Date, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares except as stated below.

Name	Aggregate Number of Common Shares	Percentage of Outstanding Common Shares
Tamar Innovest Limited ⁽¹⁾ (formerly, Solsken Limited)	48,595,875	19.55%

- (1) A company that is managed by Ralph Bossino who is a director of the Corporation. Mr. Bossino is also Chief Executive Officer and a director of Tamar Innovest Limited.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Management Information Circular, no director or officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any other insider of the Corporation, nor any associate or affiliate of any one of them, has or has had, at any time since the beginning of the financial period ended December 31, 2021, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Corporation, except as disclosed in this Management Information Circular.

INTEREST OF DIRECTORS AND OFFICERS IN MATTERS TO BE ACTED UPON

Except as disclosed in this Management Information Circular, no director or senior officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Corporation's executive compensation is intended to be consistent with the Corporation's business plans, strategies and goals while taking into account various factors and criteria, including competitive factors and the Corporation's performance. The Corporation's executive compensation is intended to provide an appropriate overall compensation package that permits the Corporation to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Corporation. The Corporation's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results. Compensation for the NEOs is intended to reflect a fair evaluation of overall performance.

The board of directors of the Corporation (the "**Board**" or the "**Board of Directors**") has appointed a compensation committee (the "**Compensation Committee**"), which is responsible for determining executive and director compensation, including reviewing and recommending director compensation, overseeing the Corporation's base compensation structure and equity-based compensation program, recommending compensation of the Corporation's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives. The Compensation Committee, along with the Board, also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Corporation's senior management. The Compensation Committee plans to review compensation of senior management on an annual basis. The current members of the Compensation Committee include Eyal Flom and Joshua Lintern.

The Compensation Committee considered the following objectives when reviewing annual compensation: (i) retaining individuals critical to the growth and overall success of the Corporation; (ii) rewarding achievements of individuals; (iii) providing fair and competitive compensation; and (iv) compensating individuals based on their performance.

The Compensation Committee would consider the foregoing compensation philosophy, as well as the financial performance of the Corporation as a whole, in any review of base salaries. The base salary review for the NEOs is based on an assessment of factors such as current market conditions and particular skills, including leadership ability and management effectiveness, experience, responsibility and proven or expected performance.

The Corporation is aware that compensation practices can have unintended risk consequences. At the present time, the Board of Directors is satisfied that the current executive compensation program does not encourage the executives to expose the business to inappropriate risk.

When determining individual compensation levels for the Corporation's NEOs, a variety of factors will be considered including: the overall financial and operating performance of the Corporation, each NEO's individual performance and contribution towards meeting corporate objectives and each NEO's level of responsibility and length of service.

The Corporation has adopted the Option Plan to assist the Corporation in attracting, retaining and motivating directors, officers, employees, consultants and contractors of the Corporation and of

its affiliates and to closely align the personal interests of such service providers with the interests of the Corporation and its shareholders. As of the date of this Management Information Circular, the Corporation has granted 24,978,708 Options. See “Compensation Securities”.

Director and Named Executive Officer Compensation, excluding Compensation Securities

For the purposes of this Management Information Circular, a “Named Executive Officer” or “NEO” of the Corporation means each of the following individuals:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as CEO;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as CFO;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer, other than the individuals identified above, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 52-102F6V, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation at the end of that financial year.

The Corporation had four (4) Named Executive Officers during the financial year ended December 31, 2021, being Iris Bincovich, the Corporation’s current CEO, Nelson Halpern, the Corporation’s CFO, Ron Mayron, the Corporation’s executive chairman of the Board of Directors and Yoram Drucker, the VP Business Development of InnoCan Pharma Ltd.

The table below sets out particulars of compensation of each Named Executive Officer, followed by any director who is not a Named Executive Officer, for each of the two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer, or commission (USD\$)	Bonus (USD\$)	Committee or meeting fees (USD\$)	Value of perquisites (USD\$)	Value of all other compensation (USD\$)	Total compensation (USD\$)
Iris Bincovich <i>Chief Executive Officer</i>	2021	300,000	120,000	Nil	Nil	225,000	645,000
	2020	223,000	40,000	Nil	Nil	98,000	361,000
Nelson Halpern <i>Chief Financial Officer</i> ⁽¹⁾	2021	46,000	Nil	Nil	Nil	65,000	111,000
	2020	41,000 ⁽¹⁾	Nil	Nil	Nil	Nil	41,000
Ron Mayron <i>Chairman of Board of Directors</i>	2021	108,000	50,000	Nil	Nil	130,000	288,000
	2020	110,000	40,000	Nil	Nil	57,000	207,000
Yoram Drucker <i>VP Business Development InnoCan Pharma Ltd.</i>	2021	154,000	50,000	Nil	Nil	194,000	398,000
	2020	155,000	40,000	Nil	Nil	66,000	261,000

Notes: (1) Commercial consulting agreement with the Corporation as Chief Financial Officer entered into effect in 2019.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each director and Named Executive Officer of the Corporation for the most recently completed financial year (ended December 31, 2021).

Compensation Securities							
<u>Name and Position</u>	<u>Type of compensation security</u>	<u>Number of compensation securities, number of underlying securities, and percentage of class</u>	<u>Date of issue or grant</u>	<u>Issue, conversion, or exercise price (CAD\$)</u>	<u>Closing price of security or underlying security on date of grant (CAD\$)</u>	<u>Closing price of security or underlying security at year end (CAD\$)</u>	<u>Expiry Date</u>
Iris Bincovich <i>Chief Executive Officer, Director</i>	Stock options	400,000	06/01/21	0.35	0.35	0.80	06/01/26
	Stock options	150,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	1,000,000	02/09/21	0.59	0.59	0.80	01/09/26
Yoram Drucker <i>Director, Executive Vice President, Business Development</i>	Stock options	720,000	06/01/21	0.35	0.35	0.80	06/01/26
	Stock options	150,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	500,000	02/09/21	0.59	0.59	0.80	01/09/26
Ron Mayron <i>Executive Chairman</i>	Stock options	300,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	500,000	02/09/21	0.59	0.59	0.80	01/09/26
Ralph Bossino <i>Director</i>	Stock options	150,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	150,000	02/09/21	0.59	0.59	0.80	01/09/26
Joshua Lintern <i>Director</i>	Stock options	150,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	150,000	02/09/21	0.59	0.59	0.80	01/09/26
Peter Bloch <i>Director</i>	Stock options	150,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	150,000	02/09/21	0.59	0.59	0.80	01/09/26
Eyal Flom <i>Director and Corporate Secretary</i>	Stock options	300,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	500,000	02/09/21	0.59	0.59	0.80	01/09/26
Nelson Halpern <i>Chief Financial Officer</i>	Stock options	150,000	15/03/21	0.41	0.41	0.80	15/03/26
	Stock options	250,000	02/09/21	0.59	0.59	0.80	01/09/26
Nir Avram, <i>Chief Technological Officer</i>	Stock options	100,000	02/09/21	0.59	0.59	0.80	01/09/26

Stock Option Plans and Other Incentive Plans

Stock Options

The Corporation has adopted an Option Plan (the “**Option Plan**”) which provides eligible directors, officers, employees, advisory board and consultants with the opportunity to acquire an ownership interest in the Corporation and is the basis for the Corporation's long-term incentive scheme. The key features of the Option Plan are as follows:

- the maximum number of Common Shares issuable under the Option Plan shall not exceed 15% of the number of Common Shares issued and outstanding as of each award date, inclusive of all Common Shares reserved for issuance pursuant to previously granted Options;
- the Options have a maximum term of five (5) years from the date of issue;
- Options vest as the Board of Directors may determine upon the award of the Options;
- the exercise price of Options granted under the Option Plan will be determined by the Board of Directors, but will not be less than the greater of the closing market price of the Common Shares on the CSE on (i) the trading day prior to the date of grant of the Options; and (ii) the date of grant of the Options; and
- the expiry date of an Option shall be the earlier of the date fixed by the Board of Directors on the award date, and:
 - (i) in the event of the death of the option holder while he or she is a director or employee (other than an employee performing investor relations activities), 12 months from the date of death of the option holder, or while he or she is a consultant or an employee performing investor relations activities, 30 days from the date of death of the Option holder;
 - (ii) in the event that the option holder holds his or her option as a director and such option holder ceases to be a director of the Corporation other than by reason of death, 90 days following the date the option holder ceases to be a director (provided however that if the option holder continues to be engaged by the Corporation as an employee or consultant, the expiry date shall remain unchanged), unless the option holder ceases to be a director as a result of ceasing to meet the qualifications set forth in section 105 of the CBCA or an ordinary resolution is passed by the shareholders of the Corporation pursuant to section 109 of the CBCA, in which case the expiry date will be the date that the option holder ceases to be a director of the Corporation;
 - (iii) in the event that the option holder holds his or her Options as an employee or consultant of the Corporation (other than an employee or consultant performing investor relations activities) and such option holder ceases to be an employee or consultant of the Corporation other than by reason of death, 30 days following the date the option holder ceases to be an employee or consultant, unless the option holder ceases to be such as a result of termination for cause or an order of the Alberta Securities Commission, the CSE or any regulatory body having jurisdiction

to so order, in which case the expiry date shall be the date the option holder ceases to be an employee or consultant of the Corporation; and

- (iv) in the event that the option holder holds his or her Options as an employee or consultant of the Corporation who provides investor relations activities on behalf of the Corporation, and such option holder ceases to be an employee or consultant of the Corporation other than by reason of death, the expiry date shall be the date the option holder ceases to be an employee or consultant of the Corporation.

The Option Plan also provides for the issuance of restricted shares and restricted share units.

The Option Plan may be terminated at any time by resolution of the Board of Directors, but any such termination will not affect or prejudice rights of participants holding Options at that time. If the Option Plan is terminated, outstanding Options will continue to be governed by the provisions of the Option Plan.

Deferred Share Units

A Deferred Share Unit Plan (the “**DSU Plan**”) was approved as an alternative form of compensation for outside directors. Under the DSU Plan, directors can receive their retainer and meeting fees as deferred share units (“**DSUs**”). The number of DSUs issued to directors will be equal to the director's retainer and fees for the period divided by the current market price of the Common Shares on the day prior to the last day of the applicable quarter. A DSU is a bookkeeping entry that tracks the value of one Common Share. DSUs are settled by a cash payment when the director leaves the Board of Directors, providing an ongoing alignment of interests between directors of the Corporation and Shareholders during the director's term of service. The cash payment equals the number of DSUs held by the director multiplied by the current market price of the Common Shares on the date of redemption.

Under the terms of the DSU Plan, DSUs awarded will vest immediately upon grant and will not be subject to satisfaction of any requirements as to any minimum period of membership on the Board of Directors. No amount will be paid to a director under the DSU Plan or any other arrangement, and no additional DSUs will be granted to a director to compensate for a downward fluctuation in the market value of the Common Shares. In the event cash dividends are paid to holders of Common Shares, additional DSUs will be granted to holders of DSUs in numbers calculated by dividing the dividends that would have been paid if the DSUs granted as at the record date for the dividend had been Common Shares by the current market price for Common Shares on the trading day immediately prior to the date of payment. The Board of Directors may, in its sole discretion, terminate or modify the percentage of fees to be awarded as DSUs to a director, in which case the director would receive all or a portion of the retainer and fee compensation in cash.

Employment, Consulting, and Management Agreements

Iris Bincovich Employment Agreement

InnoCan Pharma Ltd has entered into an employment agreement with Iris Bincovich on October 1, 2018 (the “**Bincovich Employment Agreement**”). Under the Bincovich Employment Agreement, Ms. Bincovich is employed as Chief Executive Officer of InnoCan Pharma Ltd. The Bincovich Employment Agreement provides for an annual salary of \$180,000. Ms. Bincovich will receive a signing bonus of 194,400 Israeli New Shekels (“**NIS**”). The employment agreement is for a fixed term of three (3) years from October 1, 2018 and automatically renews for one (1) year periods thereafter unless terminated in accordance with the terms thereof.

Ms. Bincovich is entitled to be granted options to purchase 1,500,000 shares of common stock of InnoCan Pharma Corporation, exercisable at any time during a period of five years from the effective date. Ms. Bincovich is entitled to be granted an additional option to purchase 250,000 shares of common stock at the same price of the crowd funding share price upon such events as set out in the Bincovich Employment Agreement. Further, Ms. Bincovich is entitled to be granted an additional option to purchase 500,000 shares of common stock of the company at the same price of the crowd funding share price if the company raises US\$10,000,000 or the company reaching US\$8M gross profit, the earlier of. The Bincovich Employment Agreement contains a noncompetition and non-solicitation clause which restrictions are applicable during the term of the agreement and for a period of 12 months from termination. The Bincovich Employment Agreement also provides for certain social benefit contributions to be made by InnoCan Pharma Ltd. and Ms. Bincovich calculated on the basis of her base salary; in this case with respect to pension arrangements of 6% by Ms. Bincovich and 6.5% by InnoCan Pharma Ltd. and with respect to savings (education fund and others), 2.5% from Ms. Bincovich and 7.5% from InnoCan Pharma Ltd, subject to applicable limits under Israeli income tax law.

Iris Bincovich Consulting Agreement

The Corporation and Iris Bincovich entered into a consulting agreement, dated August 8, 2018 (the “**Bincovich Consulting Agreement**”). Under the Bincovich Consulting Agreement, Iris Bincovich is to, among other duties, advise on completion of a business combination with InnoCan Israel and conduct business and affairs with the goal of achieving the Corporation’s principal objectives, as set by the Board of Directors. Ms. Bincovich received a consulting fee of \$30,000 for which she agreed to acquire an aggregate of 1,500,000 Common Shares at a price \$0.02 per Common Share (the “**Consulting Fee**”). The term of the Bincovich Consulting Agreement commenced on June 1, 2018 and continued until the completion of the business combination with InnoCan Israel on September 25, 2019. The Corporation may immediately terminate the Bincovich Consulting Agreement and the consulting relationship at any time prior to the expiry date for any reason by providing two (2) months written notice to Ms. Bincovich or, at the Corporation’s sole discretion, an amount equal to the Consulting Fee that Ms. Bincovich would otherwise have been entitled to through to the end of the two (2) months notice period. Ms. Bincovich may immediately terminate the Bincovich Consulting Agreement and the consulting relationship at any time prior to the expiry date for any reason by providing two (2) months written notice to the Corporation, and except for the Consulting Fee owing to her through to the end of the two (2) month notice period and reimbursable expenses, nothing further shall be owing by the Corporation to Ms. Bincovich. Other than as described above, no other provisions in the Bincovich Consulting Agreement relate to change of control, severance, termination or constructive dismissal.

Nelson Halpern Consulting Agreement

The Corporation and Nelson Halpern entered into a consulting agreement, dated December 21, 2018 (the “**Halpern Consulting Agreement**”). Under the Halpern Consulting Agreement, Nelson Halpern oversaw the listing process of the Corporation as CFO of the Corporation. Mr. Halpern received a consulting fee of \$5,000 per month for January 2019 and February 2019 and thereafter received \$3,000 per month. Pursuant to the Halpern Consulting Agreement, Mr. Halpern was permitted to purchase an aggregate of 500,000 Common Shares at \$0.02 per Common Share. Effective February 1, 2021, Mr. Halpern began receiving a consulting fee of \$5,000 per month. Further, Mr. Halpern was granted 300,000 Options, exercisable at \$0.18 per Common Share. The term of the Halpern Consulting Agreement is indefinite and terminable upon 90 days’ notice by either party. Other than as described above, no other provisions in the Halpern Consulting Agreement relate to change of control, severance, termination or constructive dismissal.

Ron Mayron Consulting Agreement

The Corporation and Ron Mayron entered into a consulting agreement, date August 8, 2018, commencing on June 1, 2018 (the “**Mayron Consulting Agreement**”). Under the Mayron Consulting Agreement, Mr. Mayron advised on the business combination with InnoCan Pharma Ltd., provided business and affairs consultancy and assisted with other duties assigned by the Board of Directors. Mr. Mayron received a signing and commitment fee of \$15,000 payable in common shares of the Corporation at \$0.02 per common share, an aggregate of 750,000 common shares. The term of the Mayron Consulting Agreement may be terminated upon two months written notice by the Corporation or Mr. Mayron.

Ron Mayron Employment Agreement

InnoCan Pharma Ltd. and Ron Mayron entered into an employment agreement, date November 1, 2017 (the “**Mayron Employment Agreement**”). Pursuant to the Mayron Employment Agreement, Mr. Mayron provides the services of Executive Chairman of the Board of Directors. The Mayron Employment Agreement was for a period of three years which automatically renewed for consecutive periods of one year unless terminated. The Mayron Employment Agreement provides for a salary of \$92,400 annually. Mr. Mayron is entitled to a cash bonus of \$64,000 in each of the following instances: a) when the company becomes a public company and has raised funds in the amount of \$3,000,000; b) once the company will reach the amount of \$1,500,000 in revenues. In addition Mr. Mayron is entitled to an annual bonus as determined by the Board of Directors. In the event the company raises at least a cumulative sum of \$10,000,000, and Mr. Mayron is still employed or within 6 months from employment termination, Mr. Mayron is entitled to a gross bonus of \$50,000 (including taxes and benefits). The mutual prior notice period before termination is 3 months. Mr. Mayron was granted an option to purchase 1,500,000 share of common stock of InnoCan Pharma Corp., exercisable by Mr. Mayron at any time during a period of five years from the effective date. Additionally, Mr. Mayron is entitled to be granted an additional option to purchase 250,000 shares of common stock of the company at the same share price of the crowd funding share price. The Mayron Employment Agreement contains non-competition and non-solicitation clauses which restrictions are applicable during the term of the agreement and for a period of 12 months from termination. The employment agreement also provides for certain social benefit contributions to be made by InnoCan Pharma Ltd. and Mr. Mayron calculated on the basis of his base salary; in this case with respect to pension arrangements of 5.75%, increasing to 6% as of January 2018 by Mr. Mayron and 6.25% by InnoCan Pharma Ltd, increasing to 6.5% as of January 2018. and with respect to savings (education fund and others), 2.5% from Mr. Mayron and 7.5% from InnoCan Pharma Ltd subject to applicable limits under Israeli income tax law.

Yoram Drucker Employment Agreement

InnoCan Pharma Ltd. and Yoram Drucker entered into an employment agreement on November 1, 2017, under which Mr. Drucker will provide services as VP of Business Development and board director (the “**Drucker Employment Agreement**”). The Drucker Employment Agreement provides for a salary of \$122,880 annually. Mr. Drucker will receive annual bonuses subject to the decision of the Board of Directors. The Drucker Employment Agreement was for a period of three years which automatically renews for consecutive periods of one year unless terminated. The mutual prior notice period before termination is 3 months. Mr. Drucker is entitled to be granted options to purchase 1,500,000 shares of common stock of InnoCan Pharma Corp., exercisable at any time during a period of five years from the effective date. Mr. Drucker is entitled to be granted an additional option to purchase 250,000 shares of common stock of InnoCan Pharma Ltd., at the same price of the crowd funding share price. The Drucker Employment Agreement

contains non-competition and non-solicitation clauses which restrictions are applicable during the term of the agreement and for a period of 12 months from termination. The Drucker Employment Agreement also provides for certain social benefit contributions to be made by InnoCan Pharma Ltd. and Mr. Drucker calculated on the basis of his base salary; in this case with respect to pension arrangements of 5.75%, increasing to 6% as of January 2018 by Mr. Drucker and 6.25% by InnoCan Pharma Ltd, increasing to 6.5% as of January 2018. and with respect to savings (education fund and others), 2.5% from Mr. Drucker and 7.5% from InnoCan Pharma Ltd., subject to applicable limits under Israeli income tax law.

Nir Avram Employment Agreement

InnoCan Pharma Ltd. and Nir Avram entered into an employment agreement on November 1, 2017, under which Mr. Avram will provide services as Chief Technological Dermatology Officer (the “**Avram Employment Agreement**”). The Avram Employment Agreement provides for a salary of 175,000 NIS annually. Mr. Avram will receive annual bonuses subject to the decision of the Board of Directors. Mr. Avram is entitled to be granted options to purchase 1,001 shares of common stock of InnoCan Pharma Ltd. (equivalent to 735,735 shares after the share exchange in InnoCan Pharma Corporation), which shall vest in eight equal instalments, every quarter during two years from this agreement, and can be exercised at any time during a period of five years from the effective date. Mr. Avram is entitled to be granted an additional option to purchase 50 shares (or equivalent to 735,735 in the case of share split forward) of common shares of InnoCan Pharma Ltd., at the amount and terms as will be defined and accepted by the Board of Directors. The Avram Employment Agreement was for a period of three years which automatically renews for consecutive periods of one year unless terminated. The mutual prior notice period before termination is 3 months. The Avram Employment Agreement contains non-competition and non-solicitation clauses which restrictions are applicable during the term of the agreement and for a period of 12 months from termination. The Avram Employment Agreement also provides for certain social benefit contributions to be made by InnoCan Pharma Ltd. and Mr. Avram calculated on the basis of his base salary; in this case with respect to pension arrangements of 6% by Mr. Avram and 6.5% by InnoCan Pharma Ltd. and with respect to savings (education fund and others), 2.5% from Mr. Avram and 7.5% from InnoCan Pharma Ltd., subject to applicable limits under Israeli income tax law.

Summary of Compensation

Effective January 1, 2019, the Corporation established a compensation program for non-management directors. All payments of fees to directors are to be made in DSUs (as defined below). Directors who are employees of the Corporation do not receive retainers or fees with respect to Board of Directors matters.

Each non-management director is paid an annual retainer of CAD\$5,000. For each meeting of the Board of Directors, a fee of CAD\$500 is paid to each director who attended and a fee of CAD\$250 will be paid for each committee meeting and Board of Directors conference call a director attends. In addition, the Board Chairman is paid an additional CAD\$2,500 annual retainer and each committee Chairman is paid a CAD\$2,500 annual retainer. The directors are reimbursed for their reasonable expenses in connection with all meetings.

In the event the Board of Directors and committee retainers are not settled with DSUs, fees are to be paid quarterly, in arrears, and are pro-rated for partial service, if appropriate. Directors are also eligible to participate in the Option Plan.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth the securities of the Corporation that are authorized for issuance under the equity compensation plans as at December 31, 2021.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	-	-	-
Equity compensation plans not approved by securityholders	23,578,708	0.33	13,695,713
Total	23,578,708	0.33	13,695,713

INDEBTEDNESS OF DIRECTORS AND OFFICERS

The following table summarizes the outstanding aggregate indebtedness as of the date hereof owed to the Corporation or any of its subsidiaries by all executive officers, directors, employees, former directors and employees of the Corporation or any of its subsidiaries.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE AND (2) OTHER PROGRAMS (\$)						
Name and Principal Position	Involvement of Corporation or Subsidiary	Largest Amount Outstanding During the Year Ended December 31, 2021	Amount Outstanding as at May 26, 2022	Financially Assisted Securities Purchases During the Year Ended December 31	Security for Indebtedness	Amount Forgiven During the Year Ended December 31, 2021
Iris Bincovich, Chief Executive Officer	InnoCan Pharma Ltd.	US\$10,000	US\$8,000	N/A	N/A	N/A

Ms. Bincovich was loaned the sum of US\$12,000 on June 24, 2019 and \$5,200 on November 3, 2019 by InnoCan Pharma Ltd. As of the date hereof, US\$8,000 is outstanding. No interest is payable on this loan. Such loan amount will be repaid in full to InnoCan Pharma Ltd. on or before May 30, 2023.

AUDITOR

The current auditors of the Corporation are Ziv Haft, CPA (Isr.), a BDO member firm, with offices at Amot BDO House 48 Menachem Begin Road, Tel Aviv 661800.

AUDIT COMMITTEE

Under National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”), the Corporation is required to include in this Management Information Circular the disclosure required under Form 52-110F2 with respect to the audit committee (the “**Audit Committee**”) of the Board of Directors, including the composition of the Audit Committee, the text of the Audit Committee charter (attached hereto as Schedule “A”), and the fees paid to the external auditor. The Corporation is relying on the exemption provided in Section 6.1 of NI 52-110 as the Corporation is a “venture issuer”. As a result, the Corporation is exempt from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Composition of the Audit Committee

The following are the current members of the Audit Committee:

Name	Independence ⁽¹⁾	Financial Literacy
Joshua Lintern	Independent	Financially Literate
Yoram Drucker	Non-Independent ⁽²⁾	Financially Literate
Peter Bloch	Independent	Financially Literate

Notes:

- (1) The Corporation is a “venture issuer” for the purposes of NI 52-110. As such the Corporation is exempt from the requirement to have the Audit Committee comprised entirely of independent members.
- (2) Yoram Drucker is not independent by virtue of serving as Executive Vice President, Business Development of the Corporation.

The Board of Directors has determined that the Corporation will rely on Part 6 of NI 52-110F1 requiring that a majority of the members of an audit committee of a venture issuer must not be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer. The Corporation believes that each of the members of the Audit Committee possesses: (i) an understanding of the accounting principles used by the Corporation to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting, particulars of which are as follows:

Joshua Lintern

Mr. Lintern is a Senior Vice President and Real Estate Industry Lead with Marsh and McLennan where he assess financial risks. He previously served as a Director, Risk and Insurance of Dream Unlimited Corp. and worked in various financial positions since 2010. He graduated a BSc (Hons) in Environmental Sciences from the University of Guelph and obtained his Certified Risk Manager status from the University of Toronto (Continuing Studies) in 2013.

Yoram Drucker

Mr. Drucker has extensive experience serving as a CEO, Chief Operating Officer (“**COO**”), and board member at many diversified private and public companies. He was a co-founder of Pluristem (PSTI) – NASDAQ. Mr. Drucker assisted negotiations with first and second round funding and established the business plan. Mr. Drucker was also founder, COO, and CEO of BrainStorm Cell Therapeutics Inc. (BCLI) – NASDAQ from 2004 to 2007. In 2011, Mr. Drucker co-founded and served as CEO of Cell Source Ltd. Mr. Drucker further served on the board of Cell Source Ltd., as well as its audit committee. Further, Mr. Drucker also served on the board of Cell Source Inc. (CLCS) – OTC which is the 100% holder of Cell Source Ltd. Mr. Drucker generally has extensive experience dealing with different aspects of building a start-up company, including establishing start-up concepts, business plan preparation and financing. He is experienced in reading and understanding financial statements and disclosure of financial matters with respect to public companies. For a summary of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee, see “Directors and Executive Officers”.

Peter Bloch

Mr. Bloch is a Chartered Accountant with an extensive record of entrepreneurial and executive successes. He has held senior management positions with Sanofi-Aventis Canada, Intellivax International Inc., Genum Corporation and Tribute Pharmaceuticals. Mr. Bloch is currently the CEO of Bresotec Inc., a Medical device company developing and commercializing easy to use and accurate technologies for the diagnosis and treatment of sleep apnea and related health conditions through acoustic analysis. Mr. Bloch was previously CEO and Chairman of Bionik Laboratories, a publicly listed company and was a member of the Dean’s Advisory Council at the Ted Rogers School of Management, Ryerson University.

Audit Committee Oversight

At no time since the commencement of the Corporation’s most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial period has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures for the Engagement of Non–Audit Services

The Audit Committee must pre-approve all non-audit services to be provided to the Corporation by its external auditors. The Audit Committee may delegate to one or more members the authority to pre-approve non-audit services, provided that the member reports to the Audit Committee at the next scheduled meeting such pre-approval and the member complies with such other procedures as may be established by the Audit Committee from time to time.

Audit Committee Charter

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in Schedule “A” attached hereto.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors for the financial year ended December 31, 2021 are approximately as follows:

Financial Period Ending	Audit Fees (USD\$)	Audit Related Fees (USD\$)	Tax Fees (USD\$)	All Other Fees (USD\$)
December 31, 2021	83,000	-	15,000	-
December 31, 2020	64,000	-	8,500	-

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

Board of Directors

The Board of Directors convenes regular meetings held in accordance with the provisions of the *Canada Business Corporations Act*. Management presents business, operations and financial results to the Board of Directors at these regular meetings and the Board of Directors has the opportunity to ask questions and seek clarifications on any item. The Board of Directors also approves material transactions, documents and other matters outside of the ordinary course of business at a duly convened meeting or by unanimous written resolution.

The directors who are independent include Joshua Lintern, Peter Bloch, Eyal Flom and Ralph Bossino. The directors who are not independent include Iris Bincovich by virtue of serving as Chief Executive Officer of the Corporation, Yoram Drucker by virtue of serving as Executive Vice President, Business Development of the Corporation and Ron Mayron by virtue of serving as Executive Chairman of the Board of Directors.

Directorships

The following directors of the Corporation presently serve as directors of other reporting issuers as follows:

Director	Reporting Issuer
Yoram Drucker	IR-Med Inc. (OTCQB) Revium Recovery, Inc. (OTC)
Eyal Flom	Revium Recovery, Inc. (OTC)
Ron Mayron	IR-Med Inc. (OTCQB) IceCure Medical Ltd. (TASE / NASDAQ) KadimaStem Ltd. (NASDAQ) BioLight Life Sciences Ltd. (TASE) D.N.A. Biomedical Solutions Ltd. (TASE) Wize Pharma, Inc. (TASE) Entera Bio Ltd. (TASE / NASDAQ)

Orientation and Continuing Education

The Corporation has not developed an official orientation or training program for new directors, although the Chief Executive Officer communicated to each new director the anticipated roles, obligations, rights and entitlements that apply to all directors. New directors also have the opportunity to become familiar with the Corporation by meeting with other directors and the Corporation's officers and employees. Orientation activities are tailored to the particular needs and expertise of each director and the overall needs of the Board.

Ethical Business Conduct

The Board monitors ethical conduct of the Corporation and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual directors' participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates ethically and in the best interests of the Corporation.

Nomination of Directors

The Board has not appointed a nominating committee as the Board fulfills these functions. When the Board identifies the need to fill a position on the Board, the Board requests that current directors forward potential candidates for consideration.

Compensation

The process of determining compensation is described in the above section "Compensation Discussion and Analysis".

Other Board Committees

Other than the Compensation Committee described above, there are no other standing committees at the present time.

Assessments

Historically, the Board has taken responsibility for monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board's decision making processes and the quality of information provided by management.

Disclosure on Diversity and Representation of the Board and Senior Management under the CBCA

The diversity information disclosed herein relates to the representation of women, Indigenous peoples (First Nations, Inuit and Metis), persons with disabilities and members of visible minorities (collectively, the "**Designated Groups**") on the Board and in senior management of the Corporation as of the date hereof. The Corporation has not adopted written policies and targets relating to the representation of designated groups given that the Corporation is in an emerging company phase.

Given the nascent operations of the Corporation, the Corporation has not adopted term limits for members of the Board. Directors are elected for a period of one year until the next annual general meeting of shareholders. The Board considers diversity in identifying and nominating candidates for election or re-election to the Board as well as for making senior management appointments, by carefully evaluating necessary competencies, skills and other qualifications of each candidate as a whole and taking into account the track record in general business management and the ability to devote the time required.

The Corporation has no targets for representation on the board and among senior management for the designated groups. At the present time, one member of senior management (Iris Bincovich) may be considered a member of a designated group representing 50% of the senior management of the Corporation, and one member of the Board (Iris Bincovich) is a member of a designated group representing approximately 15% of the directors of the Corporation.

MATTERS TO BE CONSIDERED AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are set forth in the accompanying Notice of Meeting. These matters are described in more detail under the headings below.

1) Financial Statements

The audited financial statements of the Corporation for the year ended December 31, 2021 and the auditor's report thereon will be received at the Meeting. The audited financial statements of the Corporation and the auditor's report were delivered to each shareholder which has formally requested a copy thereof as required pursuant to applicable laws and are available on SEDAR at www.sedar.com.

2) Appointment of Auditors

At the Meeting, shareholders will be asked to pass an ordinary resolution appointing Ziv Haft, Certified Public Accountants (Isr.), BDO Member Firm, as auditors of the Corporation, to hold office until the close of the next annual meeting of shareholders, at such remuneration as may be fixed by the directors of the Corporation.

It is the intention of the persons named in the enclosed Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies **FOR** the appointment of Ziv Haft, Certified Public Accountants (Isr.), BDO Member Firm as auditors of the Corporation, to hold office until the close of the next annual meeting of shareholders, at such remuneration as may be fixed by the directors of the Corporation.

3) Election of Directors

The Board of Directors has fixed the number of directors to be elected at the Meeting at seven (7). Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the by-laws.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below, each of whom has been a director since the date indicated below opposite the proposed nominee's name. Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Corporation in the enclosed form of proxy, in their discretion, in favour of another nominee.

The following table sets forth the name of each of the persons proposed to be nominated for election as a director of the Corporation, all positions and offices in the Corporation presently held by such nominees, the nominees' municipality and country of residence, principal occupation at the present time, the period during which the nominees have served as directors, and the number and percentage of Common Shares currently beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised.

Name and Place of Residence	Principal Occupation for Past Five (5) Years	Became Director	Number and Percentage of Common Shares Beneficially Owned or Controlled ⁽³⁾
Ron Mayron (Israel)	Independent Businessman and Corporate Director Since June, 2014; prior thereto, VP of Israel and Africa and CEO of Teva Israel Ltd., a wholly owned subsidiary of Teva Pharmaceutical Industries Ltd. (a Public pharmaceutical corporation)	September 25, 2019	5,160,000 2.1%
Iris Bincovich (Israel)	CEO, InnoCan Pharma since January, 2018; VP Global Marketing & Sales, Kamedis Ltd, (Private company) Tel Aviv, Israel (October, 2015 to December,	September 25, 2019	2,859,750 1.2%

Name and Place of Residence	Principal Occupation for Past Five (5) Years	Became Director	Number and Percentage of Common Shares Beneficially Owned or Controlled ⁽³⁾
	2017); prior thereto, VP Business Development, Starlet Derma Ltd,(Private company) Caesarea, Israel (January, 2014 to September 2015); prior thereto, Business Unit Manager, Pollogen Ltd, (Private company) Tel Aviv, Israel		
Yoram Drucker ⁽¹⁾ (Israel)	Executive VP, Business Development, InnoCan Pharma, since October 2017; prior thereto independent businessman and consultant	September 25, 2019	12,201,000 4.9%
Eyal Flom, LL.M, MBA (Israel) ⁽⁴⁾	Independent lawyer and legal counsel to InnoCan Israel	September 25, 2019	1,837,500 0.7%
Ralph C.L Bossino ⁽²⁾ (Gibraltar)	CEO and Director of Tamar Technologies Ltd, prior role as director of a private real estate investment and asset management company headquartered in Gibraltar; Independent Barrister At-Law since October 2014; prior thereto, Associate, Hassans International Law Firm, Gibraltar.	September 25, 2019	Nil
Joshua A. Lintern ⁽¹⁾⁽²⁾⁽⁴⁾ (Ontario, Canada)	Senior Vice President and Real Estate Lead with Marsh and McLennan; previously Director, Risk and Insurance, Dream Unlimited Corp.	September 25, 2019	Nil
Peter Bloch ⁽¹⁾ (Ontario, Canada)	Chief Executive Officer of BrescoTec since August, 2018, and Chief Executive Officer of Wembley Advisors Corp since January 2018; prior thereto, Chief Executive Officer and Chairman of Bionik Laboratories Corp.	January 23, 2020	Nil

Notes:

- (1) Member of the Audit Committee.
- (2) Nominees of Tamar Innovest Limited pursuant to a nomination rights agreement.
- (3) Percentage is calculated based on number of outstanding shares as at the Record Date (i.e., 248,518,197).
- (4) Member of the Compensation Committee.

Biographical information regarding the proposed directors is set out below.

Ron Mayron – Chairman and a Director

Ron Mayron, age 58, was a senior executive in Teva Pharmaceuticals Industries Ltd. until 2014 and has since been a consultant and board member to several public and private healthcare companies. Since 2014, Mr. Mayron served as CEO of Ron Med Ltd., a private consulting firm, while also acting as a board member to several healthcare companies, including Biolight Ltd. and Icecure Ltd. (both traded on the TASE). Between 2009 and 2013 Mr. Mayron was Vice President – Israel & Africa and CEO of Teva Israel Ltd. at Teva Pharmaceutical Industries Ltd. Mr. Mayron has a B.Sc. in Industrial & Management Engineering from Ben-Gurion University of the Negev in Israel and an M.B.A from Tel Aviv University.

Mr. Mayron is a part-time employee of the Corporation, and expects to devote on average one day per week to the business of the Corporation, and his contract includes non-competition and non-disclosure provisions.

Iris Bincovich – Chief Executive Officer and a Director

Iris Bincovich, age 54, has over 20 year of experience as a sales and marketing executive in pharmaceutical and medical device companies with an emphasis on dermatology products. Between 2015 and 2017 Mrs. Bincovich was Global VP Marketing and Sales for Kamedis Ltd., an Israeli manufacturer of OTC skin care solutions. Between 2014 and 2015 Mrs. Bincovich was VP Business Development, at Starlet Derma Ltd., an Israeli manufacturer of all-natural topical drug/topical delivery technology. Between 2012 and 2014 Mrs. Bincovich was the Business Unit Manager at Pollogen Ltd., an Israeli provider of technologies of non-invasive anti-aging facial and body contouring treatment platforms. Between 2009 and 2012 Mrs. Bincovich was an independent consultant to several Israeli start-up companies involved in dermatology fields. Mrs. Bincovich has a BSc. in chemistry in from the Haifa Technion, Israel's Institute of Technology.

Mrs. Bincovich is a full-time employee of InnoCan, and her employment contract includes non-competition and nondisclosure provisions.

Yoram Drucker – Executive Vice President, Business Development and a Director

Yoram Drucker, age 57, has been for the last 20 years a serial entrepreneur in the Israeli biotech industry founding several companies. Mr. Drucker presently serves as the CEO of ViruCure Ltd., an Israeli start-up developing a biological cancer treatment. Between 2011 and 2014 Mr. Drucker served as founder, CEO and Chairman of the board of Cell Source Ltd., an Israeli company developing cell therapy to treat transplant rejection and cancer. In 2014 Cell Source Ltd. became a wholly owned subsidiary of Cell Source Inc., by way of a reverse merger. Mr. Drucker was a member of the Cell Source Inc. board of directors until April 9, 2019. Between 2008 and 2011 Mr. Drucker was the co-founder and CEO of Rainbow Energy Limited, an Israeli renewable energy company. Mr. Drucker is an honors graduate from the Abudi College of Advertising and Marketing in Tel Aviv, Israel.

Mr. Drucker is an employee of InnoCan, and expects to devote 70% his time to the Corporation. His employment contract includes non-competition and non-disclosure provisions.

Eyal Flom – Director

Eyal Flom, age 57, has practised as an independent lawyer in Israel since 1997. Prior thereto, Mr. Flom was an associate at Manusavitch Gotfried Law Firm, located in Israel, where he was engaged in commercial and corporate law, intellectual property registration and litigation matters. Mr. Flom has served as the Israeli Pharmaceutical Association legal counsel since April 1995. Mr. Flom has also served as a director in several start-up companies in the field of technology and biotech. Mr. Flom obtained his LLM from the Tel Aviv University and his MBA from Derby University (Tel Aviv Campus). It is anticipated that Mr. Flom will assist the Corporation on an as-needed basis.

Ralph C.L. Bossino – Director

Ralph Bossino, age 35, is the CEO and a Director of Tamar Technologies Limited and has practised as an independent barrister-at-law since 2014. Mr. Bossino served as a director and member of the investment committee of a private international real estate investment and asset management company. Mr. Bossino obtained his LLB (Hons) from King's College, qualified as a barrister in England and Wales in 2010, was called to the bar in England in 2010 and called to the bar in Gibraltar in 2012 with an accompanying practicing certificate as a solicitor. It is anticipated that Mr. Bossino will assist the Corporation on an as-needed basis.

Joshua A. Lintern – Director

Mr. Lintern, age 36, has served as Senior Vice President and Real Estate Industry Lead with Marsh and McLennan since October 2019, Prior to that, Mr. Lintern served as Director, Risk and Insurance, of Dream Unlimited Corp. since 2014. In addition, Mr. Lintern acts as an independent advisor to several private start-ups focused on real estate and technology. Mr. Lintern holds a BSc (Hons) in Environmental Sciences from the University of Guelph and obtained his Certified Risk Manager status from the University of Toronto (Continuing Studies) in 2013. It is anticipated that Mr. Lintern will assist the Corporation on an as-needed basis.

Peter Bloch – Director

Mr. Bloch, age 63, is a Chartered Accountant with an extensive record of entrepreneurial and executive successes. He has held senior management positions with Sanofi-Aventis Canada, Intellivax International Inc., Gennum Corporation and Tribute Pharmaceuticals. Mr. Bloch is currently the CEO of Bresotec Inc., a Medical device company developing and commercializing easy to use and accurate technologies for the diagnosis and treatment of sleep apnea and related health conditions through acoustic analysis. Mr. Bloch was previously CEO and Chairman of Bionik Laboratories, a publicly listed company and was a member of the Dean's Advisory Council at the Ted Rogers School of Management, Ryerson University.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no person proposed to be nominated for election as a director at the Meeting is or has been, within the preceding ten years, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was the subject of a cease trade or similar order, or an order that denied such company access to any exemptions under applicable securities legislation that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or

- (b) was the subject of a cease trade or similar order, or an order that denied such company access to any exemptions under applicable securities legislation that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No person proposed to be nominated for election as a director at the Meeting is or has been, within the preceding ten years, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No person proposed to be nominated for election as a director at the Meeting is or has, within the preceding ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

4) Share Consolidation

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, to pass a special resolution (the “**Share Consolidation Resolution**”) authorizing the Board of Directors to effect a share consolidation (the “**Consolidation**”) on the basis of one (1) post-consolidation Common Share for up to each thirty (30) pre-Consolidation Common Shares (the “**Consolidation Ratio**”). The Board of Directors will be permitted, without further Shareholder approval, to select a lower consolidation ratio if it deems appropriate. Approval of the Consolidation by the Shareholders would give the Board of Directors authority to implement the Consolidation at any time. As at the date hereof, assuming the Shareholders approve the Consolidation, the Board of Directors intends to implement the Consolidation as soon as market conditions are receptive following the Meeting, subject to Canadian Securities Exchange (the “**CSE**” or the “**Exchange**”) approval. In addition, notwithstanding approval of the Consolidation by the Shareholders, the Board of Directors, in its sole discretion, may revoke the Share Consolidation Resolution and abandon the Consolidation without further approval, action by, or prior notice to Shareholders.

Background and Benefits of Consolidation

The Corporation has been studying the benefits of a share consolidation. It believes that the post-consolidation market price per common share will make investing in the Corporation’s Common Shares more attractive to a broader range of institutional investors and other members of the investing public. In addition, the Corporation plans to apply for listing on the Nasdaq Stock Market LLC (the “**NASDAQ**”). The NASDAQ requires that its issuers have a minimum stock price of US\$4.00 at the time of listing.

Other benefits of consolidation include:

Greater investor interest: a higher post-consolidation Common Share price could help generate interest in the Corporation among investors, as a higher anticipated Common Share price may: (i) meet investing guidelines for certain institutional investors and investment funds that may be prevented under their investing guidelines from investing in the Common Shares at current price levels; and (ii) result in changes in the price levels of the Common Shares less volatile on a percentage basis;

Reduction of Shareholder transaction costs: investors may benefit from relatively lower trading costs associated with a higher Common Share price. It is likely that many investors pay commissions based on the number of Common Shares traded when they buy or sell Common Shares. If the Common Share price was higher, investors may pay lower commissions to trade a fixed dollar amount than they would if the Common Share price is lower; and

Improved trading liquidity: the combination of potentially lower transaction costs and increased interest from investors may ultimately improve the trading liquidity of the Common Shares.

Principal Effects of the Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all of the Common Shares and the Consolidation Ratio will apply equally for all such Common Shares. The Consolidation will affect all holders of the Corporation's Common Shares uniformly. No fractional Common Share will be issued in connection with the Consolidation. Each Common Share outstanding post-Consolidation will be entitled to one vote and will be fully paid and non-assessable.

The principal effects of the Consolidation will be that:

- (a) the number of Common Shares of the Corporation issued and outstanding as of the Record Date will be reduced from 248,518,197 Common Shares as of the Record Date to approximately 8,283,939 Common Shares if the maximum consolidation ratio of one (1) to thirty (30) is used; and
- (b) the exercise or conversion price and/or the number of Common Shares issuable under any of the Corporation's outstanding convertible securities, stock options and warrants will be proportionally adjusted upon the Consolidation based on the Consolidation Ratio.

For illustrative purposes only, the following table sets forth, based on the number of Common Shares issued and outstanding as of the Record Date, the number of Common Shares that would be issued and outstanding (disregarding any resulting fractional Common Shares and subject to any issuances occurring after the Record Date) following the implementation of the Consolidation, at various consolidation ratios:

Share Consolidation Ratio	Common Shares Outstanding
10 pre-consolidation Common Shares for one (1) post-consolidation Common Share	24,851,819
20 pre-consolidation Common Shares for one (1) post-consolidation Common Share	12,425,909
30 pre-consolidation Common Shares for one (1) post-consolidation Common Share	8,283,939

For further illustrative purposes only, the following table sets forth a few examples of how many post-Consolidation Common Shares a Shareholder would hold, based on various consolidation ratios and current holdings, following the implementation of the Consolidation:

Share Consolidation Ratio	Common Shares Currently Held	Post-Consolidation Common Shares Held
10 pre-consolidation Common Shares for one (1) post-consolidation Common Share	1,000,000	100,000
	500,000	50,000
	100,000	10,000
20 pre-consolidation Common Shares for one (1) post-consolidation Common Share	1,000,000	50,000
	500,000	25,000
	100,000	5,000
30 pre-consolidation Common Shares for one (1) post-consolidation Common Share	1,000,000	33,333
	500,000	16,666
	100,000	3,333

Effect on Registered Holders

The Consolidation, following the obtaining of Shareholder approval and all necessary regulatory approvals, including the acceptance by the Exchange, and the filing of the requisite amendment to the articles of incorporation to effect the Consolidation, will require registered Shareholders to exchange their share certificates for a Direct Registration System (DRS) advice. When applicable, registered Shareholders will be sent a Letter of Transmittal, which will detail the instructions for the return of share certificates. The transfer agent will send to each registered Shareholder who has sent the required documents a DRS advice representing the number of post-Consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each share certificate representing pre-Consolidation Common Shares will be deemed for all purposes to represent the number of post-Consolidation Common Shares to which the holder is entitled as a result of the Consolidation. Share certificates deposited into brokerage accounts after the implementation of the Consolidation will also be adjusted by the Consolidation Ratio.

Effect on Non-Registered Holders

Non-registered holders holding their Common Shares through an intermediary (“**Non-Registered Holders**”) should note that such intermediary may have different procedures for processing the Consolidation than those that will be put in place by the Corporation for registered shareholders. If you are a Non-Registered Holder and you have questions or concerns in this regard, you are encouraged to contact your intermediary.

Effect on Common Shares Held in Book-Entry Form

Certain Non-Registered Holders may own Common Shares in book-entry form. Non-Registered Holders will not have share certificates evidencing their ownership of such Common Shares and therefore do not need to take any additional actions to exchange their pre-Consolidation book-entry Common Shares, if any, for post-Consolidation Common Shares. Upon the effective date of the Consolidation, each then existing book-entry account will be adjusted to reflect the number of post-Consolidation Common Shares to which the Non-Registered Holder is entitled in accordance with the Consolidation Ratio.

Effect on Convertible Securities and Stock Options

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities and outstanding stock options (“**Options**”) will be proportionally adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, based on the Consolidation Ratio.

No Dissent Right

Under the *Canada Business Corporations Act* (the “**CBCA**”), Shareholders do not have dissent or appraisal rights with respect to the Consolidation.

Resolution for Approving the Consolidation

Upon approval of the Share Consolidation Resolution, following all requisite regulatory approvals, including the acceptance by the Exchange, the Corporation, at a time determined at the sole discretion of the Board of Directors, will file articles of amendment with the required entity under the CBCA in the form prescribed by the CBCA to amend the Corporation’s articles of incorporation. The Consolidation will become effective on the date shown in the certificate of amendment in connection therewith, or such other date as indicated in the articles of amendment.

Requisite Approval

At the Meeting, the Corporation’s Shareholders will be asked to approve the Share Consolidation Resolution, in the form set out below. The approval of the Share Consolidation Resolution will require the affirmative vote of 66^{2/3}% of the votes cast by the Shareholders, present in person or represented by proxy at the Meeting.

“RESOLVED, AS A SPECIAL RESOLUTION THAT:

1. the issued and outstanding shares in the capital of the Company be consolidated on the basis of one (1) post-Consolidation Common Share for up to every thirty (30) Common Shares currently issued and outstanding, and the Board of Directors of the Corporation are hereby authorized to select a lesser consolidation ratio at its sole discretion;
2. no fractional shares shall be issued upon the consolidation, each fractional Common Share that is less than 1/2 of one (1) post-Consolidation Common Share will be cancelled and each fractional Common Share that is at least 1/2 of one (1) post-Consolidation Common Share will be rounded up to one (1) whole post-Consolidation Common Share;
3. notwithstanding the approval of holders of the Common Shares of the Corporation to the above resolutions, the Board of Directors of the Corporation may revoke the foregoing resolutions before they are acted on without any further approval by the persons eligible to vote on this Share Consolidation Resolution at the Meeting;
4. the effective date of such consolidation shall be the date shown in the certificate of amendment; and
5. either the Chief Executive Officer or the Chairman of the Corporation be and are hereby authorized for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver articles of amendment to effect the foregoing resolutions with the required entity and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such

determinations to be conclusively evidenced by the execution and delivery of such documents and other instruments or the taking of any such action.”

Based on the foregoing, the Board of Directors unanimously recommends that Shareholders vote FOR the Share Consolidation Resolution set out above.

Common Shares represented by proxies in favour of management nominees will be voted FOR the Share Consolidation Resolution unless a Shareholder has specified in his or her or its proxy that his or her or its shares are to be voted against the Share Consolidation Resolution.

ADDITIONAL INFORMATION

Additional information about the Corporation is located on SEDAR at www.sedar.com. Financial information is provided in the Corporation’s comparative annual financial statements and Management’s Discussion and Analysis (“**MD&A**”) for the financial year ended December 31, 2021, which were filed on SEDAR on March 31, 2022.

Under National Instrument 51-102 *Continuous Disclosure Obligations*, any person or company who wishes to receive interim financial statements from the Corporation may deliver a written request for such material to the Corporation or the Corporation’s agent, together with a signed statement that the persons or company is the owner of securities of the Corporation. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed mail card, together with the completed Proxy, in the addressed envelope provided, to the Corporation’s registrar and transfer agent, Odyssey Trust Company, at Stock Exchange Tower, 1230-300 5th Avenue SW, Calgary, Alberta T2P 3C4 or by email to proxy@odysseytrust.com. The Corporation will maintain a supplemental mailing list of persons or companies wishing to receive interim financial statements.

Shareholders may contact the Company to request copies of the financial statements and MD&A by writing to the Corporation’s CFO, Nelson Halpern, at the following address:

INNOCAN PHARMA CORPORATION
1015, 926 – 5 Avenue SW,
Calgary, Alberta, T2P 0N7

DIRECTORS APPROVAL

The contents of this Management Information Circular and the sending thereof to the Shareholders of the Corporation have been approved by the Board.

May 31, 2022

(signed) "*Iris Bincovich*"

Iris Bincovich
Chief Executive Officer

Schedule "A"

AUDIT COMMITTEE CHARTER INNOCAN PHARMA CORPORATION AUDIT COMMITTEE MANDATE AND TERMS OF REFERENCE

I. ROLE AND OBJECTIVE

- A. The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of InnoCan Pharma Corporation (the "**Corporation**") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information. The primary objectives of the Committee are as follows:
- (a) To assist directors of the Corporation (the "**Directors**") on meeting their responsibilities in respect of the review, approval, preparation and disclosure of the financial statements of the Corporation and related documentation;
 - (b) To provide a communication link between independent Directors and external auditors;
 - (c) To enhance the external auditor's independence;
 - (d) To increase the credibility and objectivity of financial reports; and
 - (e) To strengthen the role of the outside Directors by facilitating in depth discussions between Directors on the Committee, management and external auditors.

II. MEMBERSHIP OF COMMITTEE

- A. The Committee shall be comprised of at least three (3) Directors, at least two of whom must be "independent" (as such term is used in National Instrument 52-110 — *Audit Committees* ("**NI 52-110**")) unless the Board shall have determined that the exemption contained in NI 52-110 is available and has determined to rely thereon.
- B. The Board shall appoint the Chair of the Committee, who shall be an independent Director.
- C. All of the members of the Committee shall be "financially literate" (as such term is defined in NI 52-110 and by the Canadian Securities Exchange or other applicable regulatory authority) unless the Board shall determine that an exemption under NI 52-110 from such requirement in respect of any particular member is available and has determined to rely thereon in accordance with the provisions of NI 52-110.

III. MANDATE AND RESPONSIBILITIES OF COMMITTEE

- A. The Committee shall provide oversight on the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting.
- B. The Committee will review and obtain reasonable assurance that the risk management, internal control and information systems are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:
 - (a) identify, monitor and mitigate business risks;
 - (b) ensure compliance with legal, ethical and regulatory requirements;
 - (c) review the Corporation's risk management controls and policies;
 - (d) obtain reasonable assurance that the information systems are reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management and the external auditor;
 - (e) review management steps to implement and maintain appropriate internal control procedures including a review of policies;
 - (f) review adequacy of security of information, information systems and recovery plans;
 - (g) monitor compliance with statutory and regulatory obligations;
 - (h) review the appointment of the Chief Financial Officer; and
 - (i) review the adequacy of accounting and finance resources.
- C. The primary responsibility of the Committee is to review the annual and interim financial statements of the Corporation and related management's discussion and analysis ("MD&A") prior to their submission to the Board for approval. The process should include, but not be limited to:
 - (a) reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - (b) reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
 - (c) ascertaining compliance with covenants under loan agreements;
 - (d) reviewing accounting treatment of unusual or non-recurring transactions;
 - (e) reviewing disclosure requirements for commitments and contingencies;
 - (f) reviewing adjustments raised by the external auditors, whether or not included in the financial statements;

- (g) reviewing unresolved differences between management and the external auditors; and
 - (h) obtaining explanations of significant variances with comparative reporting periods.
- D. The Committee is to review the financial statements, prospectuses, MD&A, annual information forms and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of all other financial information.
- E. With respect to the appointment of external auditors by the Board, the Committee shall:
 - (a) review and recommend to the Board, for shareholder approval, engagement of the external auditor including, as part of such review and recommendation, an evaluation of the external auditors qualifications, independence and performance;
 - (b) review and recommend to the Board the annual external audit plan, including but not limited to the following:
 - (i) engagement letter;
 - (ii) objectives and scope of the external audit work;
 - (iii) procedures for quarterly review of financial statements;
 - (iv) materiality limit;
 - (v) areas of audit risk;
 - (vi) staffing;
 - (vii) timetable; and
 - (viii) proposed fees;
 - (c) on an annual basis, review and discuss with the external auditors all significant relationships such auditors have with the Corporation to determine the auditors' independence;
 - (d) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
 - (e) review and pre-approve any non-audit services to be provided to the Corporation or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.

- F. Review and advise the Board with respect to the planning, conduct and reporting of the annual audit, including but not limited to:
 - (a) any difficulties encountered, or restrictions imposed by management during the annual audit;
 - (b) any significant accounting or financial reporting issue including the resolution of any disagreement between management and the external auditors;
 - (c) the auditor's evaluation of the Corporation's system of internal controls, procedures and documentation;
 - (d) the post audit or management letter containing any findings or recommendation of the external auditor, including management's response thereto and the subsequent follow-up to any identified internal control weakness; and
 - (e) assess the performance and consider the annual appointment of external auditors for recommendation to the Board.
- G. The Committee shall review risk management policies and procedures of the Corporation (e.g. hedging, litigation and insurance).
- H. The Committee shall review and receive assurances on the independence of the external auditor.
- I. The Committee shall review the non-audit services to be provided by the external auditor's firm and consider the impact on the independence of the external audit.
- J. The Committee shall establish a procedure for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- K. The Committee shall review and be apprised of any intent of the Corporation regarding the hiring of partners and employees who work on the Corporation's account and former partners and employees of the present and former external auditors of the Corporation.
- L. The Committee shall have the authority to communicate directly with the internal auditors of the Corporation (if any) and the external auditors of the Corporation.
- M. The Committee shall have the authority to investigate any financial activity of the Corporation. All employees of the Corporation are to cooperate as requested by the Committee.
- N. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at the expense of the Corporation without any further approval of the Board.
- O. The Committee shall review material litigation and its impact on financial reporting.

IV. MEETINGS AND ADMINISTRATIVE MATTERS

- A. At all meetings of the Committee every motion shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
- B. The Chair shall preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee present shall designate from among the members present the Chair for purposes of the meeting.
- C. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Board.
- D. Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee shall be taken. The Chief Financial Officer shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chair.
- E. The Committee shall meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate. At each of these meetings, the Committee will have an "in-camera" session with the external auditors.
- F. The Corporation's auditors shall be advised of the names of the Committee members and, when appropriate, will receive notice of and be invited to attend meetings of the Committee and to be heard at those meetings on matters relating to the auditor's duties.
- G. Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
- H. The Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
- I. Minutes of the Committee will be recorded and maintained and circulated to Directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
- J. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
- K. Any members of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following their appointment as a member of the Committee each member shall hold office until the Committee is reconstituted.

- L. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chair of the Board by the Committee Chair.

V. STANDARDS OF LIABILITY

Nothing contained in this Mandate and Terms of Reference is intended to expand applicable standards of liability under statutory, regulatory or other legal requirements for the Board or members of the Committee. The purposes and responsibilities outlined in this Mandate and Terms of Reference are meant to serve as guidelines rather than inflexible rules and the Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

VI. REVIEW OF MANDATE AND TERMS OF REFERENCE

The Committee shall review and assess this Mandate and Terms of Reference annually and otherwise as it deems appropriate and recommend changes to the Board.