



Innocan Pharma Announces Brokered LIFE Offering of Units for Up to \$3 Million

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HERZLIYA, Israel and CALGARY, Alberta – September 21, 2023 – Innocan Pharma Corporation (the “**Company**”) (CSE: INNO) (FSE: IP4) (OTCQB: INNPF) is pleased to announce that it has entered into an agreement with Research Capital Corporation as the sole agent and sole bookrunner (the “**Agent**”) on a “best efforts” agency basis in connection with a marketed private placement offering (the “**Offering**”) of units of the Company (each, a “**Unit**”) at a price of \$0.30 per Unit for aggregate gross proceeds of up to \$3,000,000.

Each Unit shall be comprised of one common share of the Company (a “**Common Share**”) and one purchase warrant of the Company (a “**Warrant**”). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$0.36 for a period of 36 months from Closing (as defined herein).

The Company will grant the Agent an option (the “**Agent’s Option**”) to increase the size of the Offering by up to 15% of the number of Units by giving written notice of the exercise of the Agent’s Option, or a part thereof, to the Company at any time up to 48 hours prior to Closing of the Offering.

The Offering will be conducted pursuant to the amendments to National Instrument 45-106 – *Prospectus Exemptions* (“**NI 45-106**”) set forth in Part 5A thereof (the “**Listed Issuer Financing Exemption**”) to purchasers resident in Canada, except Québec. The Units offered under the Listed Issuer Financing Exemption will not be subject to resale restrictions pursuant to applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at <https://innocanpharma.com/>. Prospective investors should read this offering document before making an investment decision.

The net proceeds from the Offering will be used to fund the Company’s pre-investigational new drug meeting with the United States Food and Drug Administration (the “**FDA**”) regarding the human application of the Company’s products; the investigational new animal drug meeting with the FDA regarding the veterinary application of the Company’s products; and (iii) for the expansion of the Company’s derma-cosmetic product distribution.

The Offering is anticipated to close on or about the week of October 10, 2023 (“**Closing**”), or such later date as the Company and the Agent may determine. The Closing is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the approval of the Canadian Securities Exchange (the “**CSE**”).

The Company has agreed to pay the Agent a cash commission equal to 8.0% of the gross proceeds of the Offering (subject to a reduction to 4.0% for certain orders on a “president’s list”) and will issue to the Agent that number of compensation options (“**Compensation Options**”) equal to 8.0% of the Units issued

under the Offering (subject to a reduction to 4.0% for certain orders on a “president’s list”). Each Compensation Option will be exercisable into one Unit at the same offering price and on the same terms as those issued under the Offering. The Company will also pay the Agent a corporate finance fee based on the aggregate gross proceeds of the Offering, which will be satisfied by the issuance of Units at the same offering price and on the same terms as those issued under the Offering.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

Engagement of Hybrid Financial

The Company engaged Hybrid Financial Ltd. (“**Hybrid Financial**”) to provide marketing services to the Company. Hybrid Financial will comply with all applicable securities laws and policies of the CSE in providing its services.

Hybrid Financial is an arm’s length entity to the Company and has been engaged for the duration of the Offering. The Company will pay Hybrid Financial a one-time fee of \$30,000 plus applicable taxes for its services.

About Innocan

Innocan is a pharmaceutical tech company that operates under two main segments: Pharmaceuticals and Consumer Wellness. In the Pharmaceuticals segment, Innocan focuses on developing innovative drug delivery platform technologies comprises with cannabinoids science, to treat various conditions to improve patients' quality of life. This segment involves two drug delivery technologies: (i) LPT CBD- loaded liposome platform facilitating exact dosing and the prolonged and controlled release of CBD into the blood stream. The LPT delivery platform research is in the preclinical trial phase for two indications: Epilepsy and Pain Management. (ii) CLX CBD-loaded exosomes platform that may hold the potential to provide a highly synergistic effect of regenerating and anti- inflammatory properties targeting the Central Nervous System (CNS). In the Consumer Wellness segment, Innocan develops and markets a wide portfolio of innovative and high-performance self-care products to promote a healthier lifestyle. Under this segment Innocan has established a Joint Venture by the name of BI Sky Global Ltd. that focuses developing on advanced targeted online sales. <https://innocanpharma.com/>

About Hybrid Financial Ltd.

Hybrid is an outreach and awareness company that actively connects issuers to the investment community across North America. Using a data driven approach, Hybrid provides its clients with comprehensive coverage of both American and Canadian markets. Hybrid’s head office is based out of Toronto, Ontario.

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Disclaimer for Forward-Looking Information

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the completion of the Offering and the timing and pricing in respect thereof, the use of proceeds of the Offering; the entering into of the agency agreement and timely receipt of all necessary approvals, including any requisite approval of the Canadian Securities Exchange.

Statements contained in this release that are not historical facts are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not always, be identified by words such as “expects”, “plans”, “anticipates”, “intends”, “estimates”, “forecasts”, “schedules”, “prepares”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. All statements that describe the Company’s plans relating to operations and potential strategic opportunities are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company’s management, and so involve inherent risks and uncertainties, as disclosed in the Company’s periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. The Company disclaims any intent or obligation to update forward-looking statements or information except as required by law. Readers are referred to the additional information regarding the Company’s business contained in the Company’s reports filed with the securities regulatory authorities in Canada. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to

differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at www.sedarplus.com.

The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any forward-looking statements, other than as required by law.