

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 Thursday, May 9, 2024 at 10:30 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, 2023 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 one hundred (100) pre-Consolidation Common Shares, as more particularly set out in the Management Information Circular (the “**Consolidation**”);
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Corporation’s stock option plan, as more fully described in the Management Information Circular; and
6. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

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

Only shareholders of record as of April 4, 2024, the record date, are entitled to notice of the Meeting and to vote at the meeting and at any adjournment or postponement thereof.

IMPORTANT

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: 824 2523 2222

Password: 770141

<https://gowlingwlgca.zoom.us/j/82425232222?pwd=MpGsaQyfzWv9shxro9pvmsbC7o5YQz.1>

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 Trader's Bank Building, 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8 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 5th day of April, 2024.

By Order of the Board of Directors of InnoCan Pharma Corporation

(signed) "*Iris Bincovich*"

Iris Bincovich

Chief Executive Officer