

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: InnoCan Pharma Corporation (the "Issuer").

Trading Symbol: INNO

Date: February 10, 2020

1. New Options Granted:

Date of Grant: January 6, 2021 _____

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Yoram Drucker	Director, Officer	Yes	720,000	0.35	January 6, 2026	410,000
Iris Bincovich	Director, Officer	Yes	400,000	0.35	January 6, 2026	400,000
Nadav Zisman	Employee	No	150,000	0.35	January 6, 2026	100,000
Shahar Shafran	Employee	No	150,000	0.35	January 6, 2026	25,000
Benny Kaplan	Consultant	No	150,000	0.35	January 12, 2024	-

Total Number of optioned shares proposed for acceptance: 1,570,000 .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Iris Bincovich	3,095,250	0.18	25/09/2019	25/09/2024
Nir Avram	772,458	0.18	25/09/2019	25/09/2024
Ron Mayron	1,750,000	0.18	25/09/2019	25/09/2024
Yoram Drucker	1,750,000	0.18	25/09/2019	25/09/2024
Eyal Flom	600,000	0.18	25/09/2019	25/09/2024
Nadav Zisman	300,000	0.18	25/09/2019	25/09/2024
Shahar Shafran	100,000	0.18	25/09/2019	25/09/2024
Nelson Halpern	300,000	0.18	25/09/2019	25/09/2024
Ralph Bossino	300,000	0.18	25/09/2019	25/09/2024
Joshua Lintern	300,000	0.18	25/09/2019	25/09/2024
David Michael	300,000	0.18	25/09/2019	25/09/2024
Yhezhe Berenholtz	300,000	0.18	25/09/2019	25/09/2024
Joseph Geldwert	500,000	0.18	25/09/2019	25/09/2024
Ahuva Cern	80,000	0.32	06/10/2019	06/10/2022
Yikes Inc.	100,000	0.14	25/01/2020	26/01/2022
Peter Bloch	400,000	0.16	19/04/2020	19/04/2025
Yoram Drucker	410,000	0.16	11/06/2020	11/06/2025
Iris Bincovich	400,000	0.16	11/06/2020	11/06/2025
Ron Mayron	250,000	0.16	11/06/2020	11/06/2025
Eyal Flom	200,000	0.16	11/06/2020	11/06/2025
Nelson Halpern	100,000	0.16	11/06/2020	11/06/2025
Jason Saltzman	100,000	0.16	11/06/2020	11/06/2025
Yossi Yeshoua	30,000	0.16	11/06/2020	11/06/2025
Bat Ami	30,000	0.16	11/06/2020	11/06/2025
Nadav Zisman	100,000	0.16	02/07/2020	02/07/2025
Shahar Shafran	25,000	0.16	02/07/2020	02/07/2025
Nimrod Terkel	100,000	0.16	02/07/2020	02/07/2025
Ralph Bossino	100,000	0.16	02/07/2020	02/07/2025
Peter Bloch	100,000	0.16	02/07/2020	02/07/2025
Joshua Lintern	100,000	0.16	02/07/2020	02/07/2025
Prof. Dani Offen	300,000	0.16	02/07/2020	02/07/2025

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Dolos Consulting Ltd.	150,000	0.22	27/08/2020	27/08/2022
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(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options.

Not included in a press release.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

191,287,736 common shares.

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

7.85%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

13,680,452

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Nil.

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated February 10, 2021.

Iris Bincovich

Name of Director or Senior
Officer



Signature

CEO

Official Capacity