

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**EDESA BIOTECH, INC.**

(Exact name of registrant as specified in its charter)

**British Columbia, Canada**

(State or other jurisdiction of incorporation or organization)

**N/A**

(I.R.S. Employer Identification No.)

**100 Spy Court**

**Markham, Ontario, Canada**

(Address of principal executive offices)

**L3R 5H6**

(Zip Code)

**Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan**

(Full title of the plan)

**Kathi Niffenegger**

**Chief Financial Officer**

**c/o Edesa Biotech, Inc.**

**100 Spy Court**

**Markham, Ontario, Canada L3R 5H6**

(Name and address of agent for service)

**(289) 800-9600**

(Telephone number, including area code, of agent for service)

Copies to:

**Jonathan Friedman, Esq.**

**Stubbs Alderton & Markiles, LLP**

**15260 Ventura Boulevard, 20th Floor**

**Sherman Oaks, CA 91403**

**(818) 444-4500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Smaller reporting company

Non-accelerated filer

Accelerated filer

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Edesa Biotech, Inc., a British Columbia corporation (the “**Registrant**”), relating to 1,380,000 common shares, no par value per share (the “**Common Shares**”), issuable under the Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan (the “**Plan**”), which Common Shares are in addition to the 1,153,147 Common Shares registered on the Registrant’s Form S-8 filed on January 28, 2020 (Registration No. 333-236121) and the 1,497,000 Common Shares registered on the Registrant’s Form S-8 filed on April 23, 2021 (Registration No. 333-255485) (collectively, the “**Prior Registration Statements**”).

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents, which previously have been filed by the Registrant with the Securities and Exchange Commission (the “*Commission*”) pursuant to the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated by reference herein and shall be deemed to be a part hereof:

- our Annual Report on Form 10-K for our fiscal year ended September 30, 2022 (filed on December 16, 2022) as amended by our Annual Report on Form 10-K/A (filed on March 27, 2023);
- our Quarterly Reports on Form 10-Q for our fiscal quarters ended December 31, 2022 (filed on February 10, 2023) and March 31, 2023 (filed on May 11, 2023);
- our Current Reports on Form 8-K, dated November 2, 2022 (filed on November 3, 2022); dated March 27, 2023 (filed on March 27, 2023) and dated May 23, 2023 (filed on May 24, 2023); and
- the description of our Common Shares contained in our Registration Statement on Form 8-A filed with the SEC on November 3, 2015, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. The Registrant’s file number with the Commission is No. 001-37619.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Exhibit Description	Incorporated by Reference		Exhibit	Filing Date	Filed Herewith
		Form	File Number			
<a href="#">5.1</a>	<a href="#">Opinion of Fasken Martineau Dumoulin LLP</a>					X
<a href="#">10.1</a>	<a href="#">Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan</a>	8-K	001-37619	10.1	10/25/2019	
<a href="#">10.2</a>	<a href="#">Amendment No. 1 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan</a>	8-K	001-37619	10.1	4/22/2021	
<a href="#">10.3</a>	<a href="#">Amendment No. 2 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan</a>	8-K	001-37619	10.1	5/24/2023	
<a href="#">23.1</a>	<a href="#">Consent of Fasken Martineau Dumoulin LLP (included in Exhibit 5.1)</a>					X
<a href="#">23.2</a>	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on signature page)</a>					X
<a href="#">107</a>	<a href="#">Filing Fee Table</a>					X

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Markham, Province of Ontario, on May 24, 2023.

**EDESA BIOTECH, INC.**  
**(Registrant)**

By: /s/ Pardeep Nijhawan  
Pardeep Nijhawan  
Director, Chief Executive Officer and Corporate  
Secretary

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Pardeep Nijhawan and Kathi Niffenegger, and each of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Pardeep Nijhawan</u> Pardeep Nijhawan	Director, Chief Executive Officer and Corporate Secretary (Principal Executive Officer)	May 24, 2023
<u>/s/ Kathi Niffenegger</u> Kathi Niffenegger	Chief Financial Officer (Principal Financial and Accounting Officer)	May 24, 2023
<u>/s/ Joan Chypyha</u> Joan Chypyha	Director	May 24, 2023
<u>/s/ Sean MacDonald</u> Sean MacDonald	Director	May 24, 2023
<u>/s/ Patrick Marshall</u> Patrick Marshall	Director	May 24, 2023
<u>/s/ Frank Oakes</u> Frank Oakes	Director	May 24, 2023
<u>/s/ Charles Olson</u> Charles Olson	Director	May 24, 2023
<u>/s/ Carlo Sistilli</u> Carlo Sistilli	Director	May 24, 2023

## FASKEN

Fasken Martineau DuMoulin LLP  
Barristers and Solicitors  
Patent and Trade-mark Agents

333 Bay Street, Suite 2400  
P.O. Box 20  
Toronto, Ontario M5H 2T6  
Canada

T +1 416 366 8381  
+1 800 268 8424  
F +1 416 364 7813  
fasken.com

May 24, 2023

Edesa Biotech, Inc.  
100 Spy Court  
Markham, Ontario, Canada L3R5H6

Re: 2019 Incentive Compensation Plan

Ladies and Gentlemen:

We have acted as Canadian legal counsel to Edesa Biotech, Inc., a corporation organized under the laws of British Columbia (the “**Company**”), in connection with the registration statement on Form S-8 (the “**Registration Statement**”), being filed by the Company with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), on the date hereof. This Registration Statement relates to the registration of an additional 1,380,000 common shares (the “**Shares**”), no par value per share (the “**Common Shares**”), of the Company that may be issued under the Company’s 2019 Equity Incentive Compensation Plan (the “**Plan**”), as amended.

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related applicable prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are qualified to practice law in the Provinces of British Columbia, Alberta, Ontario and Quebec and we do not purport to be experts on the law of any other jurisdiction other than the Provinces of British Columbia, Alberta, Ontario and Quebec and the federal laws of Canada applicable therein. We do not express any opinion herein concerning any law other than the laws of the Provinces of British Columbia, Alberta, Ontario and Quebec and the federal laws of Canada applicable therein. We express no opinion and make no representation with respect to the law of any other jurisdiction.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, the Shares have been duly authorized by all necessary corporate action of the Company and, when issued and sold in accordance with the provisions of the Plan, will be validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ FASKEN MARTINEAU DuMOULIN LLP

FASKEN MARTINEAU DuMOULIN LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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We have issued our report dated December 16, 2022, with respect to the consolidated financial statements of Edesa Biotech, Inc. and its subsidiaries (the “Company”) for the years ended September 30, 2022 and 2021, appearing in the Annual Report on Form 10-K dated December 16, 2022, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ MNP LLP

Chartered Professional Accountants  
Licensed Public Accountants  
May 24, 2023  
Toronto, Canada

**MNP LLP**  
1 Adelaide Street East, Suite 1900, Toronto ON, M5C 2V9

1.877.251.2922 T: 416.596.1711 F: 416.596.7894

**Calculation of Filing Fee Tables**

Form S-8  
(Form Type)

Edesa Biotech, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, no par value per share	Rule 457(c) and Rule 457(h)	1,380,000 (3)	\$ 0.8988 (2)	\$ 1,240,344	\$ 0.0001102	\$ 136.69
<b>Total Offering Amounts</b>					\$ 1,240,344		136.69
<b>Total Fee Offsets</b>							-
<b>Net Fee Due</b>							\$ 136.69

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares as may hereinafter be offered or issued to prevent dilution resulting from share splits, share dividends or similar transactions effected without the receipt of consideration.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, based on a per share price of \$0.8988, the average of the high and low reported sales prices of the Registrant's common shares on the NASDAQ Capital Market on May 22, 2023.
- (3) Represents 1,380,000 shares reserved for issuance under the Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan.