

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)

<p><u>British Columbia, Canada</u> (State or other jurisdiction of incorporation or organization)</p>	<p><u>N/A</u> (I.R.S. Employer Identification No.)</p>
<p><u>100 Spy Court</u> <u>Markham, Ontario, Canada</u> (Address of principal executive offices)</p>	<p><u>L3R 5H6</u> (Zip Code)</p>

Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan
(Full title of the plan)

Stephen Lemieux
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:

Steven M. Skolnick, Esq.
Michael J. Lerner, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, New York 10020
Telephone: (212) 262-6700

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	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 67,000 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 (i) the 164,736 Common Shares registered on the Registrant's Form S-8 filed on [January 28, 2020](#) (Registration No. 333-236121), (ii) the 213,858 Common Shares registered on the Registrant's Form S-8 filed on [April 23, 2021](#) (Registration No. 333-255485), and (iii) the 197,143 Common Shares registered on the Registrant's Form S-8 filed on [May 24, 2023](#) (Registration No. 333-272176) (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.

All share amounts referenced above and otherwise in this Registration Statement give effect to a 1-for-7 reverse split of the Common Shares effected on October 11, 2023.

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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, 2023 \(filed on December 15, 2023\)](#);
- our Quarterly Reports on Form 10-Q for our fiscal quarters ended [December 31, 2023](#) (filed on February 9, 2024) and [March 31, 2024](#) (filed on May 10, 2024);
- our Current Reports on Form 8-K, dated [October 10, 2023](#) (filed on October 11, 2023); dated [October 12, 2023](#) (filed on October 12, 2023), dated [October 20, 2023](#) (filed on October 23, 2023); dated [October 25, 2023](#) (filed on October 26, 2023) and [May 30, 2024](#) (filed on May 30, 2024); 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.

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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			
5.1	Opinion of Fasken Martineau Dumoulin LLP					X
10.1	Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan	8-K	001-37619	10.1	10/25/2019	
10.2	Amendment No. 1 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan	8-K	001-37619	10.1	4/23/2021	
10.3	Amendment No. 2 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan	8-K	001-37619	10.1	5/24/2023	
10.4	Amendment No. 3 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan	8-K	001-37619	10.1	5/30/2024	
23.1	Consent of Fasken Martineau Dumoulin LLP (included in Exhibit 5.1)					X
23.2	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included on signature page)					X
107	Filing Fee Table					X

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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 31, 2024.

EDESA BIOTECH, INC.

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 Stephen Lemieux, 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 in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, 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 31, 2024
<u>/s/ Stephen Lemieux</u> Stephen Lemieux	Chief Financial Officer (Principal Financial and Accounting Officer)	May 31, 2024
<u>/s/ Joan Chypyha</u> Joan Chypyha	Director	May 31, 2024
<u>/s/ Sean MacDonald</u> Sean MacDonald	Director	May 31, 2024
<u>/s/ Patrick Marshall</u> Patrick Marshall	Director	May 31, 2024
<u>/s/ Frank Oakes</u> Frank Oakes	Director	May 31, 2024
<u>/s/ Charles Olson</u> Charles Olson	Director	May 31, 2024
<u>/s/ Carlo Sistilli</u> Carlo Sistilli	Chairman of the Board of Directors	May 31, 2024

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 31, 2024

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 67,000 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**

We consent to the incorporation by reference, in the Registration Statement on Form S-8, of our auditor's report dated December 15, 2023, with respect to the consolidated financial statements of Edesa Biotech, Inc. and its subsidiaries as at September 30, 2023 and 2022, and for each of the years in the two year period ended September 30, 2023, as included in the Annual Report on Form 10-K of Edesa Biotech, Inc. for the year ended September 30, 2023, as filed with the United States Securities and Exchange Commission ("SEC").

/s/ MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada
May 31, 2024

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 (2)	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Common Shares, no par value per share	Other	67,000	\$4.22575	\$283,125.25	0.00014760	\$41.79
Total Offering Amounts					\$283,125.25		\$41.79
Total Fee Offsets							-
Net Fee Due							\$41.79

- (1) Covers 67,000 common shares issuable under the Edesa Biotech, Inc. 2019 Equity Incentive Compensation (the “2019 Plan”). In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein, as these amounts may be adjusted as a result of share splits, share dividends, antidilution provisions, and similar transactions.
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act based on a per share price of \$4.22575, the average of the high and low reported sales prices of the Registrant’s common shares on the Nasdaq Capital Market on May 29, 2024.