

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

FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-37619

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, ON, Canada L3R 5H6

(Address of principal executive offices and zip code)

(289) 800-9600

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares, without par value	EDSA	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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 Accelerated filer
Non-accelerated filer Smaller reporting company
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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to Section 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of March 31, 2024, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's outstanding common shares held by nonaffiliates was approximately \$11,056,198, which was calculated based on 3,215,968 common shares outstanding as of that date, of which 2,664,144 common shares were held by nonaffiliates at the closing price of the registrant's common shares on The Nasdaq Capital Market on such date.

As of December 11, 2024, the registrant had 3,467,658 common shares issued and outstanding.

EDESA BIOTECH, INC.
ANNUAL REPORT ON FORM 10-K
Year Ended September 30, 2024

Table of Contents

<u>Item</u>	<u>Page</u>
<u>PART III</u>	
12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>2</u>
<u>PART IV</u>	
15. <u>Exhibits and Financial Statement Schedules</u>	<u>5</u>
<u>SIGNATURES</u>	<u>12</u>

EXPLANATORY NOTE

Edesa Biotech, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment No. 1”) to its Annual Report on Form 10-K for the fiscal year ended September 30, 2024 (the “Original Report”), as filed with the Securities and Exchange Commission (the “SEC”) on December 13, 2024, in order to amend “Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.” The revisions to “Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” are solely to disclose an additional shareholder as owning more than 5% or more of our common shares.

Correspondingly, “Item 15. Exhibits and Financial Statement Schedules” has been restated to include the required certifications by the Company’s principal executive officer and principal financial officer, which are included as Exhibits 31.3 and 31.4, respectively. Paragraphs 3, 4 and 5 of Exhibits 31.3 and 31.4 have been omitted in accordance with the SEC’s rules and guidance. Additionally, this Amendment No. 1 does not include the certifications under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment No. 1.

Except as described above, this Amendment No. 1 does not modify or update disclosure in, or exhibits to, the Original Report. Furthermore, this Amendment No. 1 does not change any previously reported financial results, nor does it reflect events occurring after the date of the Original Report. Information not affected by this Amendment No. 1 remains unchanged and reflects the disclosures made at the time the Original Report was made. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Report and the Company’s other filings with the SEC.

PART III

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Equity Compensation Plan Information

The following table provides certain information as of September 30, 2024 about our common shares that may be issued under our equity compensation plans, which consists of our 2019 Equity Incentive Compensation Plan in effect at September 30, 2024:

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options and rights</u>	<u>Weighted-average exercise price of outstanding options and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u>
	(a)	(b)	(c)
Equity compensation plans approved by security holders	459,801	\$ 24.93	141,099
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	459,801	\$ 24.93	141,099

(1) Includes 383,080 common shares issuable upon the exercise of outstanding options and 76,761 common shares issuable upon the conversion of outstanding RSUs.

(2) The weighted-average exercise price does not consider shares issuable upon the conversion of outstanding RSUs, which have no exercise price.

Warrants and other equity held by directors, officers and employees outside of the compensation plans are not included in the table above.

Security Ownership of Certain Beneficial Owners and Management

The following tables sets forth certain information as of December 11, 2024, with respect to the beneficial ownership of our common shares by: (1) all of our directors; (2) our named executive officers listed in the Summary Compensation Table; (3) all of directors and executive officers as a group; and (4) each person known by us to beneficially own more than 5% of our outstanding common shares.

We have determined beneficial ownership in accordance with the rules of the SEC, based on a review of filings with the SEC and information known to us. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all common shares that they beneficially own, subject to applicable community property laws.

Common shares subject to options, warrants or restricted share units currently exercisable or exercisable within 60 days of December 11, 2024 are deemed outstanding for computing the share ownership and percentage of the person holding such options, warrants and restricted share units, but are not deemed outstanding for computing the percentage of any other person. The percentage ownership of our common shares of each person or entity named in the following table is based on 3,467,658 common shares outstanding as of December 11, 2024.

Directors and Officers

Name and Address of Beneficial Owner (1)	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Joan Chypyha	2,887 ⁽²⁾	*
Sean MacDonald	13,826 ⁽³⁾	*
Patrick Marshall	3,323 ⁽⁴⁾	*
Pardeep Nijhawan, MD	730,357 ⁽⁵⁾	19.99%
Frank Oakes	11,909 ⁽⁶⁾	*
Charles Olson, DSc	2,858 ⁽⁷⁾	*
Carlo Sistilli, CPA, CMA	12,295 ⁽⁸⁾	*
Stephen Lemieux, CPA	8,148 ⁽⁹⁾	*
Michael Brooks, PhD	81,830 ⁽¹⁰⁾	2.3%
All directors and named executive officers as a group (9 persons)	867,433⁽¹¹⁾	23.9%

* Percentage of shares beneficially owned does not exceed one percent.

- (1) Unless otherwise indicated, the address of each beneficial owner is c/o Edesa Biotech, Inc., 100 Spy Court, Markham, ON Canada L3R 5H6.
- (2) Consists of (i) 29 common shares and (ii) 2,858 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024.
- (3) Consists of (i) 2,053 common shares and (ii) 11,753 common shares issuable upon exercise of options exercisable within sixty days December 11, 2024.
- (4) Consists of (i) 2,858 common shares issuable upon exercise of options exercisable within sixty days December 11, 2024 held by Patrick Marshall and (ii) 465 common shares held by Quidnet Inc. for which Patrick Marshall has sole voting and dispositive power over all such shares.
- (5) Consists of (A)(i) 84,973 common shares, (ii) 48,776 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024 and (iii) 47,645 common shares issuable upon the conversion of restricted share units held by Pardeep Nijhawan; (B)(i) 341,702 common shares (ii) 16,305 common shares issuable upon exercise of warrants exercisable within sixty days of December 11, 2024 and (iii) 56,925 common shares issuable upon conversion of preferred shares within sixty days of December 11, 2024 held by Pardeep Nijhawan Medicine Professional Corporation for which Pardeep Nijhawan has sole voting and dispositive power over all such shares; (C) 32,013 common shares held by The Digestive Health Clinic Inc. for which Pardeep Nijhawan has sole voting and dispositive power over all such shares; (D) 53,104 common shares held by 1968160 Ontario Inc. for which Pardeep Nijhawan has sole voting and dispositive power over all such shares and (E)(i) 32,609 common shares and (ii) 16,305 common shares issuable upon exercise of warrants exercisable within sixty days of December 11, 2024 held by The New Nijhawan Family Trust 2015 for which each of Pardeep Nijhawan and Nidhi Nijhawan, as trustees, have voting and dispositive power over all such shares. Excludes (i) 326,560 common shares underlying warrants held by Pardeep Nijhawan Medicine Professional Corporation which are subject to a 19.99% beneficial ownership blocker, (ii) 378,489 common shares underlying Preferred Shares held by Pardeep Nijhawan Medicine Professional Corporation which are subject to a 19.99% beneficial ownership blocker and (iii) 11,050 common shares underlying restricted share units held by Pardeep Nijhawan which are subject to a 19.99% beneficial ownership blocker.
- (6) Consists of 11,909 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024.
- (7) Consists of 2,858 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024.

- (8) Consists of (i) 11,773 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024 held by Carlo Sistilli and (ii) 522 common shares held by York-Cav Enterprises Inc. for which Carlo Sistilli, as President and Director, has sole voting and dispositive power over all such shares.
- (9) Consists of (i) 5,662 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024 and (ii) 2,486 common shares issuable upon the conversion of restricted share units.
- (10) Consists of (i) 4,354 common shares, (ii) 63,858 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024, (iii) 303 common shares issuable upon exercise of warrants exercisable within sixty days of December 11, 2024 and (iv) 13,315 common shares issuable upon conversion of restricted share units.
- (11) Consists of (i) 551,824 common shares, (ii) 162,325 common shares issuable upon exercise of options exercisable within sixty days of December 11, 2024, (iii) 32,913 common shares issuable upon exercise of warrants exercisable within sixty days of December 11, 2024, (iv) 63,446 common shares issuable upon conversion of restricted share units and (v) 56,925 common shares issuable upon conversion of Preferred Shares within sixty days of December 11, 2024.

Shareholders Known by Us to Own 5% or More of Our Common Shares

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Lumira Capital II, L.P. and Lumira Capital II (International), L.P. (1)	234,786(1)	6.8%
Thomas A. Satterfield, Jr. (2)	219,348(2)	6.3%

(1) Consists of (i) 214,913 common shares held by Lumira Capital II, L.P. and (ii) 19,873 common shares held by Lumira Capital II (International), L.P. and beneficially owned by affiliates of Lumira Capital II, L.P. and Lumira Capital II (International), L.P. The address of both entities is 141 Adelaide Street West, Suite 770, Toronto, Ontario, Canada M5H 3L5. We relied in part on the SEC Schedule 13D/A filed with the SEC on January 13, 2023 for this information.

(2) Consists of (i) 43,000 shares held by Thomas A. Satterfield, Jr.; (ii) 43,348 shares are held by Tomsat Investment & Trading Co., Inc., a corporation controlled by Mr. Satterfield and of which he serves as President; (iii) 110,000 shares are held by Caldwell Mill Opportunity Fund, LLC which fund is managed by an entity of which Mr. Satterfield owns a 50% interest and serves as Chief Investment Manager; (iv) 15,000 shares are held by A.G. Family L.P., a partnership managed by a general partner controlled by Mr. Satterfield and (v) 8,000 shares held by Rebecca A. Satterfield, for which Mr. Satterfield has a limited power of attorney for voting and disposition purposes. The address of the reporting person is 15 Colley Cove Drive, Gulf Breeze, Florida 32561. We relied in part on the SEC Schedule 13G filed with the SEC on June 3, 2024 for this information.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as a part of this Annual Report:

(1) Financial Statements (previously filed with the Original Report)

The list of consolidated financial statements and notes required by this Item 15 (a) (1) is set forth in the “Index to Financial Statements” on page F-1 of the Original Report.

(2) Financial Statement Schedules (previously filed with the Original Report)

All schedules have been omitted because the required information is included in the financial statements or notes thereto.

(3) Exhibits

The exhibits listed on the Exhibit Index below are filed as part of this Annual Report.

EXHIBIT INDEX

Exhibit No.	Description
<u>2.1*</u>	<u>Share Exchange Agreement, dated as of March 7, 2019, by and between Stellar Biotechnologies Inc., Edesa Biotech Inc. and the Edesa Shareholders (included as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on March 8, 2019, and incorporated herein by reference).</u>
<u>3.1</u>	<u>Certificate of Incorporation of the Company, dated June 12, 2007 (included as Exhibit 1(a) to the Company's Registration Statement on Form 20-F filed on February 3, 2012, and incorporated herein by reference).</u>
<u>3.2</u>	<u>Certificate of Amendment of the Company, dated April 15, 2008 (included as Exhibit 1(b) to the Company's Registration Statement on Form 20-F filed on February 3, 2012, and incorporated herein by reference).</u>
<u>3.3</u>	<u>Certificate of Continuation of the Company, dated November 25, 2009 (included as Exhibit 1(c) to the Company's Registration Statement on Form 20-F filed on February 3, 2012, and incorporated herein by reference).</u>
<u>3.4</u>	<u>Certificate of Change of Name of the Company, dated April 7, 2010 (included as Exhibit 1(f) to the Company's Registration Statement on Form 20-F filed on February 3, 2012, and incorporated herein by reference).</u>
<u>3.5</u>	<u>Certificate of Change of Name of the Company, dated June 7, 2019 (included as Exhibit 3.6 to the Company's Annual Report on Form 10-K filed on December 12, 2019, and incorporated herein by reference).</u>
<u>3.6</u>	<u>Amended and Restated Articles of Edesa Biotech, Inc. (included as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 31, 2024).</u>
<u>3.7#</u>	<u>Notice of Articles of Edesa Biotech, Inc.</u>
<u>4.1</u>	<u>Specimen of common share certificate (included as Exhibit 4.1 to the Company's Registration Statement on Form S-3 filed on August 30, 2019, and incorporated herein by reference).</u>
<u>4.2</u>	<u>Form of Class A Purchase Warrant issued to investors (included as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 6, 2020, and incorporated herein by reference).</u>
<u>4.3</u>	<u>Form of Warrant issued to Brookline Capital Markets, a division of Arcadia Securities, LLC (included as Exhibit 4.3 to the Company's Current Report on Form 8-K filed on January 6, 2020, and incorporated herein by reference).</u>
<u>4.4</u>	<u>Form of Warrant (included as Exhibit 4.2 to the Company's Registration Statement on Form S-1 filed on May 8, 2018, and incorporated herein by reference).</u>

- [4.5 Form of Underwriter Warrant \(included as Exhibit 4.1 to the Company's Current Report on Form 8-K/A filed on February 26, 2021, and incorporated herein by reference\).](#)
- [4.6 Form of Pre-Funded Warrant \(included as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 23, 2022, and incorporated herein by reference\).](#)
- [4.7 Form of Private Placement Warrant \(included as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on March 23, 2022, and incorporated herein by reference\).](#)
- [4.8 Form of Placement Agent Warrant \(included as Exhibit 4.3 to the Company's Current Report on Form 8-K filed on March 23, 2022, and incorporated herein by reference\).](#)
- [4.9 Form of Class A Warrant \(included as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 3, 2022, and incorporated herein by reference\).](#)
- [4.10 Form of Class B Warrant \(included as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 3, 2022, and incorporated herein by reference\).](#)
- [4.11# Description of Securities.](#)
- [4.12 Form of Common Share Purchase Warrant issued to H.C. Wainwright & Co., Inc. designees on June 7, 2019 \(included as Exhibit 4.12 to the Company's Annual Report on Form 10-K filed on December 15, 2023, and incorporated herein by reference\).](#)
- [4.13 Form of Common Share Purchase Warrant issued to Pardeep Nijhawan Medicine Professional Corporation or its assigns on October 30, 2024 \(included as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 30, 2024, and incorporated herein by reference\).](#)
- [10.1 Advance Notice Policy, adopted October 31, 2013 \(included as Exhibit 10.14 to the Company's Annual Report on Form 10-K filed on November 14, 2014, and incorporated herein by reference\).](#)
- [10.2@Employment Agreement by and between the Company and Pardeep Nijhawan, dated June 14, 2019 \(included as Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed on June 20, 2019, and incorporated herein by reference\).](#)
- [10.3@Employment Agreement by and between the Company and Michael Brooks, dated June 14, 2019 \(included as Exhibit 10.3 to the Company's Current Report on Form 8-K/A filed on June 20, 2019, and incorporated herein by reference\).](#)
- [10.4@Form of Indemnification Agreement, by and between the Company and each of its directors and executive officers \(included as Exhibit 10.4 to the Company's Current Report on Form 8-K/A filed on June 20, 2019, and incorporated herein by reference\).](#)

- [10.5@ 2019 Equity Incentive Compensation Plan \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 25, 2019, and incorporated herein by reference\).](#)
- [10.6@ Amendment No. 1 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 23, 2021, and incorporated herein by reference\).](#)
- [10.7 Lease, dated as of January 1, 2017, by and between the Registrant and 1968160 Ontario Inc. \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 30, 2019, and incorporated herein by reference\).](#)
- [10.8+ Exclusive License Agreement, dated as of June 29, 2016, by and between the Registrant and Yisum Research Development Company \(included as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 30, 2019, and incorporated herein by reference\).](#)
- [10.9 First Amendment to Exclusive License Agreement, dated April 3, 2017, by and between the Registrant and Yisum Research Development Company \(included as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on August 30, 2019, and incorporated herein by reference\).](#)
- [10.10 Second Amendment to Exclusive License Agreement, dated May 7, 2017, by and between the Registrant and Yisum Research Development Company \(included as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on August 30, 2019, and incorporated herein by reference\).](#)
- [10.11+ Third Amendment to Exclusive License Agreement, dated October 26, 2022, by and between the Registrant and Yisum Research Development Company \(included as Exhibit 10.11 to the Company's Annual Report on Form 10-K filed on December 16, 2022 and incorporated herein by reference\).](#)
- [10.12+ License and Development Agreement, dated as of August 27, 2017, by and between the Registrant and Pendopharm, a division of Pharmascience Inc. \(included as Exhibit 10.6 to the Company's Current Report on Form 8-K filed on August 30, 2019, and incorporated herein by reference\).](#)
- [10.13+ License Agreement by and between Edesa Biotech Research, Inc. and NovImmune SA dated April 17, 2020 \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 23, 2020, and incorporated herein by reference\).](#)
- [10.14+ Purchase Agreement by and between Edesa Biotech Research, Inc. and NovImmune SA dated April 17, 2020 \(included as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 23, 2020, and incorporated herein by reference\).](#)
- [10.15@ Employment Agreement by and between the Company and Kathi Niffenegger, dated December 1, 2020 \(included as Exhibit 10.21 to the Company's Annual Report on Form 10-K filed on December 7, 2020, and incorporated herein by reference\).](#)
- [10.16+ Strategic Innovation Fund Agreement among Edesa Biotech Research, Inc., Edesa Biotech, Inc., and her Majesty the Queen in right of Canada as represented by the Minister of Industry, dated February 2, 2021 \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 3, 2021, and incorporated herein by reference\).](#)
- [10.17+ Exclusive License Agreement, dated as of March 16, 2021, by and between Edesa Biotech Research, Inc. and Dr. Saul Yedgar \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 22, 2021, and incorporated herein by reference\).](#)
- [10.18@ Amendment to Employment Agreement, entered into on March 19, 2021, by and between Par Nijhawan and Edesa Biotech, Inc. \(included as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 14, 2021, and incorporated herein by reference\).](#)

- [10.19@ Amendment to Employment Agreement, entered into on March 19, 2021, by and between Kathi Niffenegger and Edesa Biotech USA, Inc. \(included as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on May 14, 2021, and incorporated herein by reference\).](#)
- [10.20@ Amendment to Employment Agreement, entered into on March 19, 2021, by and between Michael Brooks and Edesa Biotech, Inc. \(included as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on May 14, 2021, and incorporated herein by reference\).](#)
- [10.21 Form of Securities Purchase Agreement, dated March 21, 2022, by and between the Company and the Purchaser \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 23, 2022, and incorporated herein by reference\).](#)
- [10.22@ Amendment to Employment Agreement, entered into on April 12, 2022, by and between Par Nijhawan and Edesa Biotech, Inc. \(included as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on May 13, 2022, and incorporated herein by reference\).](#)
- [10.23@ Amendment to Employment Agreement, entered into on April 12, 2022, by and between Kathi Niffenegger and Edesa Biotech USA, Inc. \(included as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 13, 2022, and incorporated herein by reference\).](#)
- [10.24@ Amendment to Employment Agreement, entered into on April 12, 2022, by and between Michael Brooks and Edesa Biotech USA, Inc. \(included as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 13, 2022, and incorporated herein by reference\).](#)
- [10.25 Form of Non-U.S. Subscription Agreement \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 3, 2022, and incorporated herein by reference\).](#)
- [10.26 Form of U.S. Subscription Agreement \(included as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 3, 2022, and incorporated herein by reference\).](#)

- [10.27 Lease Extending and Amending Agreement dated as of December 31, 2022 by and between Edesa Biotech Research, Inc. and 1968160 Ontario, Inc. \(included as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on February 10, 2023 and incorporated herein by reference\).](#)
- [10.28 Equity Distribution Agreement, dated as of March 27, 2023, by and between Edesa Biotech, Inc. and Canaccord Genuity LLC \(included as Exhibit 1.1 to the Company's Current Report on Form 8-K filed on March 27, 2023, and incorporated herein by reference\).](#)
- [10.29@Amendment No. 2 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 24, 2023, and incorporated herein by reference\).](#)
- [10.30@Employment Agreement by and between the Company and Stephen Lemieux, dated June 26, 2023 \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 27, 2023, and incorporated herein by reference\).](#)
- [10.31@Amended and Restated Employment Agreement, by and between the Company and Pardeep Nijhawan, dated August 4, 2023 \(included as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on August 9, 2023, and incorporated herein by reference\).](#)
- [10.32@Amended and Restated Employment Agreement, by and between the Company and Michael Brooks, dated August 4, 2023 \(included as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on August 9, 2023, and incorporated herein by reference\).](#)
- [10.33+ Strategic Innovation Fund Agreement, dated October 12, 2023, by and among Edesa Biotech Research, Inc., Edesa Biotech, Inc., and his Majesty the King in right of Canada as represented by the Minister of Industry \(included as Exhibit 10.33 to the Company's Annual Report on Form 10-K filed on December 15, 2023, and incorporated herein by reference\).](#)
- [10.34 Credit Agreement, effective as of October 20, 2023, by and between the Company and Pardeep Nijhawan Medicine Professional Corporation \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 23, 2023, and incorporated herein by reference\).](#)
- [10.35+ First Amendment to Exclusive License Agreement, dated as of September 21, 2023, by and between Edesa Biotech Research, Inc. and Dr. Saul Yedgar \(included as Exhibit 10.35 to the Company's Annual Report on Form 10-K filed on December 15, 2023, and incorporated herein by reference\).](#)
- [10.36@First Amendment to Amended and Restated Employment Agreement, by and between the Company and Pardeep Nijhawan, dated December 7, 2023 \(included as Exhibit 10.36 to the Company's Annual Report on Form 10-K filed on December 15, 2023, and incorporated herein by reference\).](#)
- [10.37@Amendment No. 3 to Edesa Biotech, Inc. 2019 Equity Incentive Compensation Plan \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 30, 2024, and incorporated herein by reference\).](#)
- [10.38 At The Market Offering Agreement, dated October 4, 2024, by and between Edesa Biotech, Inc. and H.C. Wainwright & Co., LLC \(included as Exhibit 1.1 to the Company's Current Report on Form 8-K filed on October 4, 2024, and incorporated herein by reference\).](#)
- [10.39 Securities Purchase Agreement, dated October 30, 2024, by and between Edesa Biotech, Inc. and Pardeep Nijhawan Medicine Professional Corporation \(included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 31, 2024, and incorporated herein by reference\).](#)
- [19.1# Insider Trading Policy.](#)
- [21 Subsidiaries of Edesa Biotech, Inc. \(included as Exhibit 21 to the Company's Annual Report on Form 10-K filed on December 7, 2020, and incorporated herein by reference\).](#)

- [23.1# Consent of MNP LLP.](#)
- [24.1# Power of Attorney \(included on signature page\).](#)
- [31.1# Certification of the Chief Executive Officer pursuant to Rule 13a-14\(a\) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- [31.2# Certification of the Chief Financial Officer pursuant to Rule 13a-14\(a\) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- [31.3 Certification of the Chief Executive Officer pursuant to Rule 13a-14\(a\) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- [31.4 Certification of the Chief Financial Officer pursuant to Rule 13a-14\(a\) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- [32.1† Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- [32.2† Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- [97.1 Incentive Compensation Repayment \(Clawback\) Policy \(included as Exhibit 97.1 to the Company's Annual Report on Form 10-K filed on December 15, 2023, and incorporated herein by reference\).](#)

101.INS Inline XBRL Instance Document

101.SCH Inline XBRL Taxonomy Extension Schema Document

101.CAL Inline XBRL Taxonomy Calculation Linkbase Document

101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document

101.LAB Inline XBRL Taxonomy Label Linkbase Document

101.PRE Inline XBRL Taxonomy Presentation Linkbase Document

104 Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

* All schedules and exhibits to the Share Exchange Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission upon request.

@ Management contract or compensatory plan or arrangement.

+ Portions of this exhibit have been omitted pursuant to Rule 601(b)(10)(iv) of Regulation S-K.

Previously filed.

† Previously furnished. The information in this exhibit is furnished and deemed not filed with the Securities and Exchange Commission for purposes of section 18 of the Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of Edesa Biotech, Inc. under the Securities Act of 1933, as amended, or the Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EDESA BIOTECH, INC.

Date: December 20, 2024

/s/ Pardeep Nijhawan

Pardeep Nijhawan, MD

Director, Chief Executive Officer and Corporate Secretary (Principal Executive Officer)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Pardeep Nijhawan, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Edesa Biotech, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: December 20, 2024

By: /s/ Pardeep Nijhawan

Pardeep Nijhawan
Director, Chief Executive Officer and Corporate Secretary
(Principal Executive Officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen Lemieux, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Edesa Biotech, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: December 20, 2024

By: */s/ Stephen Lemieux*

Stephen Lemieux
Chief Financial Officer
(Principal Financial Officer)