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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**TUHURA BIOSCIENCES, INC.**  
(Exact name of registrant as specified in its charter)

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**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

99-0360497  
(I.R.S. Employer  
Identification No.)

**10500 University Center Dr.  
Suite 110  
Tampa, FL**  
(Address of Principal Executive Offices)

**33612**  
(Zip Code)

**2019 Equity Incentive Plan  
2024 Equity Incentive Plan**  
(Full titles of the plans)

**Daniel Dearborn  
Chief Financial Officer  
10500 University Center Dr.  
Suite 110  
Tampa, FL  
(813) 875-6600**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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.

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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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

On October 18, 2024 (the "Closing Date"), TuHURA Biosciences, Inc., a Nevada corporation (previously named Kintara Therapeutics, Inc. and our predecessor company), consummated the previously announced merger (the "Merger") pursuant to the terms of the Agreement and Plan of Merger, dated as of April 2, 2024 (the "Merger Agreement"), by and among Kintara Therapeutics, Inc., Kayak Mergeco, Inc., a Delaware corporation and direct wholly owned subsidiary of Kintara Therapeutics, Inc. ("Merger Sub"), and TuHURA Biosciences, Inc., a Delaware corporation (f/k/a Morphogenesis, Inc.) ("Legacy TuHURA").

In accordance with the Merger Agreement, on the Closing Date, each outstanding stock option to purchase shares of Legacy TuHURA common stock (each a "Legacy TuHURA Option") originally granted under the Legacy TuHURA 2019 Equity Incentive Plan (the "2019 Plan") was assumed by the Registrant and was converted into, and became, a stock option to purchase shares of common stock of the Registrant and the Registrant assumed the 2019 Plan.

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering: (i) 3,269,825 shares of common stock under the 2019 Plan; and (ii) 11,000,000 shares of common stock under the Registrant's 2024 Equity Incentive Plan.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in "Item 1. Plan Information" and "Item 2. Registrant Information and Employee Plan Annual Information" of Form S-8 will be sent to participants of TuHURA Biosciences, Inc. 2024 Omnibus Plan, as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "SEC") either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

#### ITEM 1. PLAN INFORMATION.

Not required to be filed with this Registration Statement.

#### ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be filed with this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the SEC:

(a) Annual Report on [Form 10-K](#) for the year ended June 30, 2024, filed with the SEC on October 7, 2024;

(b) Quarterly Report on [Form 10-Q](#) for the periods ended September 30, 2024, filed with the SEC on November 14, 2024;

(c) Current Reports on Form 8-K, which were filed with the SEC on [July 1, 2024](#), [July 8, 2024](#), [July 12, 2024](#), [August 19, 2024](#), [September 11, 2024](#), [September 20, 2024](#), [September 25, 2024](#), [October 4, 2024](#), [October 8, 2024](#), [October 15, 2024](#), [October 15, 2024](#), [October 21, 2024](#) (as amended on [November 14, 2024](#)), [November 15, 2024](#).

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[December 12, 2024](#) (except that, with respect to the foregoing Current Reports, any portions thereof which are furnished and not filed shall not be deemed incorporated by reference); and

(d) the description of the Registrant's common stock in the Registrant's registration statement on [Form 8-A](#) filed with the SEC on July 8, 2016, including any amendments or reports filed for the purpose of updating such description, including as [Exhibit 4.6](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2024.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

As a Nevada corporation, the Company is subject to the provisions of the Nevada Revised Statutes (the "NRS"). NRS Section 78.751 provides that a corporation shall indemnify any director, officer, employee or agent of a corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with any the defense of an action to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to Section 78.751(a) or 78.751(b), or in defense of any claim, issue or matter therein.

NRS Section 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable pursuant to NRS Section 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or

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agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS Section 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

NRS Section 78.747 provides that except as otherwise provided by specific statute or agreement, no stockholder, director or officer of a corporation is individually liable for a debt or liability of the corporation, unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation.

We have entered into indemnification agreements with each of our directors and officers. These indemnification agreements may require us, among other things, to indemnify our directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

We also maintain general liability insurance that covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Under the Merger Agreement, from the effective time of the Merger through the sixth anniversary of the date of the effective time, we agreed to indemnify and hold harmless each person who was, as of April 2, 2024, the signing date of the Merger Agreement, or had been at any time prior, or who becomes prior to the effective time of the Merger, a director or officer of our company or Legacy TuHURA, against all claims, losses, liabilities, damages, judgments, fines and reasonable fees, costs and expenses, including attorneys' fees and disbursements, pertaining to claims arising out of the fact that such person was a director or officer of our company or Legacy TuHURA, at or prior to the effective time of the merger, to the fullest extent permitted under the applicable law.

Under the Merger Agreement, we agreed not to amend, modify or repeal provisions in the certificate of incorporation and the bylaws that were in effect as of April 2, 2024, the date of the Merger Agreement, with respect to indemnification, advancement of expenses and exculpation of our present and former directors and officers for a period of six years from the effective time of the Merger in a manner that would adversely affect the rights of such individuals who at the effective time of the Merger were our officers or directors.

In connection with the Merger, we purchased an insurance policy in effect for six years from the effective time of the Merger, providing no less favorable coverage as the current directors' and officers' liability insurance policies maintained by us with respect to any actual or alleged error, misstatement, misleading statement, act, omission, neglect, breach of duty or any matter claimed against our current and former officers and directors.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

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**ITEM 8.****EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#">Articles.</a>
4.2	<a href="#">Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 9, 2022).</a>
4.3	<a href="#">2019 Amended and Restated Equity Incentive Plan (incorporated by reference to Exhibit 10.32 to the Registrant's Form S-4, filed with the SEC on May 13, 2024 (Registration No. 333-279368)).</a>
4.4	<a href="#">TuHURA Biosciences, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on October 18, 2024).</a>
4.5	<a href="#">Form of Stock Option Agreement under TuHURA Biosciences, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on November 15, 2024).</a>
4.6	<a href="#">Form of Option Agreement under 2019 Amended and Restated Equity Incentive Plan for Legacy TuHURA Options (incorporated by reference to Exhibit 10.33 to the Registrant's Form S-4, filed with the SEC on May 13, 2024 (Registration No. 333-279368)).</a>
5.1	<a href="#">Opinion of Foley &amp; Lardner LLP.</a>
23.1	<a href="#">Consent of Cherry Bekaert LLP independent registered public accounting firm of TuHURA Biosciences, Inc.</a>
23.2	<a href="#">Consent of Marcum LLP independent registered public accounting firm of Kintara Therapeutics, Inc.</a>
23.3	<a href="#">Consent of Foley &amp; Lardner LLP. Reference is made to Exhibit 5.1.</a>
24.1	<a href="#">Power of Attorney. Reference is made to the signature page hereto.</a>
107	<a href="#">Filing Fee Table</a>

**ITEM 9.****UNDERTAKINGS.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the

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estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 Tampa, Florida, on December 23, 2024.

**TUHURA BIOSCIENCES, INC.**

By

/s/ Dan Dearborn

Dan Dearborn  
Chief Financial Officer

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**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James Bianco, and each of them, as true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for them and in their 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 other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in their names and behalf in their capacities as officers and directors to enable TuHURA Biosciences, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of 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 connection therewith, as fully to all intents and purposes as he might or could do in person, ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ James Bianco, M.D.</u> James Bianco, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 23, 2024
<u>/s/ Dan Dearborn</u> Dan Dearborn	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	December 23, 2024
<u>/s/ James Manuso</u> James Manuso	Director	December 23, 2024
<u>/s/ Alan List, M.D.</u> Alan List, M.D.	Director	December 23, 2024
<u>/s/ George Ng</u> George Ng	Director	December 23, 2024
<u>/s/ Robert E. Hoffman</u> Robert E. Hoffman	Director	December 23, 2024

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STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

June 24, 2009

**Job Number:** C20090625-0051  
**Reference Number:**  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20090506072-81	Articles of Incorporation	1 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Certified By: Diana Speltz  
Certificate Number: C20090625-0051  
You may verify this certificate  
online at <http://www.nvsos.gov/>

**Commercial Recording Division**  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



ROSS MILLER  
Secretary of State  
208 North Carson Street  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20090506072-81</b> Filing Date and Time <b>06/24/2009 3:30 PM</b> Entity Number <b>E0341392009-0</b>
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**Articles of Incorporation**  
(PURSUANT TO NRS CHAPTER 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	BERRY ONLY INC.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent Nevada Agency and Transfer Company Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title or Office or Other Position with Entity Street Address City Nevada Zip Code 50 West Liberty St, STE 880 Reno Nevada 89501 Mailing Address (if different from street address) City Nevada Zip Code		
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	5,000,000-Preferred .001 Par 75,000-Common per share: \$ .001	Number of shares without par value: NONE
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) Name <u>DAVID D. GUEST</u> Street Address <u>722 B KINGSTON RD. Bay Toronto</u> <u>ONTARIO M9E 1R7</u> State <u>CANADA</u> Zip Code 2) Name _____ Street Address _____ City _____ State _____ Zip Code _____		
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be: Any lawful purpose under the State of Nevada		
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	Name <u>DAVID D. GUEST</u> Address <u>722 B KINGSTON ROAD TORONTO, ONTARIO, CANADA M9E1R7</u> City State Zip Code Incorporated Signature		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date <u>JUNE 24, 2009</u>		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
Revised on 7-1-08

SECRETARY OF STATE



**CORPORATE CHARTER**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **BERRY ONLY INC.**, did on June 24, 2009, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 25, 2009.

Handwritten signature of Ross Miller in cursive.

ROSS MILLER  
Secretary of State

Certified By: Diana Speltz  
Certificate Number: C20090625-0051  
You may verify this certificate  
online at <http://www.nvsos.gov/>



\*140103\*



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20130020363-90</b> Filing Date and Time <b>01/11/2013 1:47 PM</b> Entity Number <b>E0341392009-0</b>
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
Page 1

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**Articles of Merger**  
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

DelMar Pharmaceuticals, Inc.

Name of merging entity

Nevada

corporation

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

Berry Only Inc.

Name of surviving entity

Nevada

corporation

Jurisdiction

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

*This form must be accompanied by appropriate fees.*



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 3**

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(b) The plan was approved by the required consent of the owners of \*:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.





ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 4  
 Revised: 8-31-11



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: www.nvsos.gov

## Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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**5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:**

Article 1: Name of Corporation:  
DelMar Pharmaceuticals, Inc.

**6) Location of Plan of Merger (check a or b):**

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

**7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)**

Date:  Time:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5  
Revised: 8-31-11



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

<u>DeMar Pharmaceuticals, Inc.</u>		
Name of merging entity		
X <u>Lisa Guse</u>	President	<u>01/11/13</u>
Signature	Title	Date
Name of merging entity		
X		
Signature	Title	Date
Name of merging entity		
X		
Signature	Title	Date
Name of merging entity		
X		
Signature	Title	Date
end.		
<u>Beny Only Inc.</u>		
Name of surviving entity		
X <u>Lisa Guse</u>	President	<u>01/11/13</u>
Signature	Title	Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.  
 This form must be accompanied by appropriate fees.



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
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 (775) 684-6708  
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\*150701\*

**Certificate of Designation**  
 (PURSUANT TO NRS 78.1955)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20140694743-80</b> Filing Date and Time <b>09/30/2014 1:26 PM</b> Entity Number <b>E0341392009-0</b>
--	--

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Certificate of Designation For  
 Nevada Profit Corporations**  
 (Pursuant to NRS 78.1955)

1. Name of corporation:  
 DelMar Pharmaceuticals, Inc.


2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

DelMar Pharmaceuticals, Inc. (the "Corporation"), a corporation organized and existing under the laws of Nevada, does hereby certify that, pursuant to authority conferred upon the Board of Directors of the Corporation by the Articles of Incorporation, it has adopted resolutions (a) authorizing the issuance of 278,530 shares of Series A Preferred Stock of the Corporation and (b) providing for the designations, preferences and relative participating, optional or other rights, and the qualifications, limitations or restrictions thereof, as follows (please see Exhibit A, attached hereto).

3. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

4. Signature: (required)

  
 \_\_\_\_\_  
 Signature of Officer

Filing Fee: \$175.00

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Designation  
 Revised: 3-8-09

EXHIBIT A

DELMAR PHARMACEUTICALS, INC.

CERTIFICATE OF DESIGNATION

OF SERIES A PREFERRED STOCK

DelMar Pharmaceuticals, Inc. (the "Corporation"), a corporation organized and existing under the laws of Nevada, does hereby certify that, pursuant to authority conferred upon the Board of Directors of the Corporation by the Articles of Incorporation, it has adopted resolutions (a) authorizing the issuance of 278,530 shares of Series A Preferred Stock of the Corporation and (b) providing for the designations, preferences and relative participating, optional or other rights, and the qualifications, limitations or restrictions thereof, as follows:

1. Designation and Number of Shares. There shall be hereby created and established a series of Preferred Stock designated as "Series A Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 278,530. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Section 8 below.

2. Rank. The Series A Preferred Stock shall with respect to distributions of assets and rights upon the occurrence of a Liquidation rank (i) senior to (a) the common stock of the Corporation (the "Common Stock") and (b) the Special Voting Preferred Stock of the Corporation (the "Special Voting Preferred Stock") and (ii) senior to each other class or series of Capital Stock of the Corporation hereafter created which does not expressly rank pari passu with or senior to the Series A Preferred Stock (collectively with the Common Stock and the Special Voting Preferred Stock, the "Junior Stock").

3. Dividends. The holders of Series A Preferred Stock will be entitled to receive, on any outstanding shares of Series A Preferred Stock held by such holders, out of any funds and assets of the Company legally available prior and in preference to any declaration or payment of any dividend on the Junior Stock, cumulative dividends, payable quarterly in arrears, at an annual rate of 3% of the Stated Value.

4. Liquidation Preference.

(a) Priority Payment. Upon the occurrence of a Liquidation, the holders of shares of Series A Preferred Stock shall be entitled to be paid for each share of Series A Preferred Stock held thereby, out of, but only to the extent of, the assets of the Corporation legally available for distribution to its stockholders, an amount equal to the Stated Value (as adjusted for stock splits, stock dividends, combinations or other recapitalizations of the Series A Preferred Stock), plus, as provided in Section 3 above, all accrued and unpaid dividends, if any, with respect to each share of Series A Preferred Stock, before any payment or distribution is made to any Junior Stock. If the assets of the Corporation available for distribution to the holders

---

of Series A Preferred Stock shall be insufficient to permit payment in full to such holders of the sums which such holders are entitled to receive in such case, then all of the assets available for distribution to holders of the Series A Preferred Stock shall be distributed among and paid to such holders ratably in proportion to the amounts that would be payable to such holders if such assets were sufficient to permit payment in full.

(b) No Additional Payment. After the holders of all shares of Series A Preferred Stock shall have been paid in full the amounts to which they are entitled in paragraph 4(a), the shares of Series A Preferred Stock shall not be entitled to any further participation in any distribution of assets of the Corporation.

5. Voting Rights.

The holders of shares of Series A Preferred Stock shall not have any voting rights except as required by law.

6. Non-Transferrable. The shares of Series A Preferred Stock shall not be transferrable without the prior written consent of the Corporation, which consent may be withheld in the absolute discretion of the Corporation.

7. No Reissuance. No share or shares of Series A Preferred Stock acquired by the Corporation shall be reissued as Series A Preferred Stock, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Preferred Stock of the Corporation.

8. Definitions. As used in this Certificate of Designation, the following terms shall have the following meanings (with terms defined in the singular having comparable meanings when used in the plural and *vice versa*), unless the context otherwise requires:

"Capital Stock" means, with respect to any Person, any and all shares, interests, participations, rights in, or other equivalents (however designated and whether voting or non-voting) of, such Person's capital stock and any and all rights, warrants or options exchangeable for or convertible into such capital stock (but excluding any debt security whether or not it is exchangeable for or convertible into such capital stock).

"Common Stock" shall have the meaning ascribed to it in Section 2 hereof.

"Corporation" shall have the meaning ascribed to it in the first paragraph of this Certificate of Designation.

"Junior Stock" shall have the meaning ascribed to it in Section 2 hereof.

"Liquidation" shall mean the voluntary or involuntary liquidation under applicable bankruptcy or reorganization legislation, or the dissolution or winding up of the Corporation.

---

**"Person"** means any individual, firm, corporation, partnership, limited liability company, trust, incorporated or unincorporated association, joint venture, joint stock company, governmental body or other entity of any kind.

**"Series A Preferred Stock"** shall have the meaning ascribed to it in Section 1 hereof.

**"Stated Value"** means \$1.00 per share of Series A Preferred Stock.

ROSS MILLER  
Secretary of State  
206 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: www.nvsos.gov

Document Number  
20120092162-55  
Filing Date and Time  
02/08/2012 1:00 AM  
Entity Number  
E0341392009-0

Filed in the office of

Certificate of Amendment  
(PURSUANT TO NRS 78.385 AND 78.390)

/s/ Ross Miller  
ROSS MILLER  
Secretary of State  
State of Nevada

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation  
For Nevada Profit Corporations  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of Corporation:

BERRY ONLY INC.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE 2 (AUTHORIZED STOCK - NUMBER OF SHARES CORPORATION IS AUTHORIZED TO ISSUE) IS AMENDED IN ITS ENTIRETY TO READ AS FOLLOWS:

NUMBER OF SHARES WITH PAR VALUE:

200,000,000 COMMON - \$0.001 PAR VALUE  
5,000,000 PREFERRED - \$0.001 PAR VALUE

NUMBER OF SHARES WITHOUT PAR VALUE: NONE

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 76%

4. Effective date of filing (optional): Date: \_\_\_\_\_ Time: \_\_\_\_\_  
(must be no later than 90 days after the certificate is filed)

5. Signature (Required)

/s/ Lisa Guise

-----  
Signature of Officer

\* If any proposed amendment would alter or change any preferences or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote. In addition to the affirmative vote otherwise required of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.





BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov



\*090303\*

**Certificate of Change Pursuant  
 to NRS 78.209**

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20160220402-79</b>
	Filing Date and Time <b>05/16/2016 1:54 PM</b>
	Entity Number <b>E0341392009-0</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Certificate of Change filed Pursuant to NRS 78.209  
 For Nevada Profit Corporations**

1. Name of corporation:  
 DelMar Pharmaceuticals, Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:  
 200,000,000 shares of common stock, par value \$0.001 per share  
 5,000,000 shares of preferred stock, par value \$0.001 per share

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:  
 50,000,000 shares of common stock, par value \$0.001 per share  
 5,000,000 shares of preferred stock, par value \$0.001 per share

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:  
 Every 4 shares of issued and outstanding common stock shall be surrendered and exchanged for 1 share of newly issued stock.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:  
 Fractional shares to be rounded up.

7. Effective date and time of filing: (optional) Date: \_\_\_\_\_ Time: \_\_\_\_\_  
 (must not be later than 90 days after the certificate is filed)

8. Signature: (required) \_\_\_\_\_  
 Signature of Officer Title  
 X *[Signature]* Chief Executive Officer

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Split  
 Revised: 1-5-15



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20180164409-85</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>04/11/2018 9:48 AM</b>
	Entity Number <b>E0341392009-0</b>

**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

DelMar Pharmaceuticals, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE 2 (AUTHORIZED STOCK - NUMBER OF SHARES CORPORATION IS AUTHORIZED TO ISSUE) IS AMENDED IN ITS ENTIRETY TO READ AS FOLLOWS:  
 NUMBER OF SHARES WITH PAR VALUE:  
 70,000,000 COMMON - \$0.001 PAR VALUE  
 5,000,000 PREFERRED - \$0.001 PAR VALUE

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

4. Effective date and time of filing: (optional)      Date:                              Time:  
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X   
 Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.  
 This form must be accompanied by appropriate fees.                              Nevada Secretary of State Amend Profit-After Revised: 1-5-15



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov



\*090403\*

**Certificate of Correction**

(PURSUANT TO NRS CHAPTERS 78,  
 78A, 80, 81, 82, 84, 86, 87, 87A, 88,  
 88A, 89 AND 92A)

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20190167390-48</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>04/17/2019 8:00 AM</b>
	Entity Number <b>E0341392009-0</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

**Certificate of Correction**

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to NRS Chapters 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A)

1. The name of the entity for which correction is being made:

DelMar Pharmaceuticals, Inc.

2. Description of the original document for which correction is being made:

The Articles of Incorporation

3. Filing date of the original document for which correction is being made: 06/24/2009

4. Description of the inaccuracy or defect:

The statement vesting authority in the board of directors to prescribe the classes, series and the number of each class or series of stock and the voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of stock was inadvertently omitted from the Articles of Incorporation.

5. Correction of the inaccuracy or defect:

The following provision is added to Article 3 of the Articles of Incorporation:

Pursuant to NRS 78.195, the board of directors is vested with the authority to prescribe the classes, series and the number of each class or series of stock and the voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of stock.

6. Signature:

X *[Signature]*  
 Authorized Signature

Title \* CFO

Date April 16, 2019

\* If entity is a corporation, it must be signed by an officer if stock has been issued, OR an incorporator or director if stock has not been issued; a limited-liability company, by a manager or managing members; a limited partnership or limited-liability limited partnership, by a general partner; a limited-liability partnership, by a managing partner; a business trust, by a trustee.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Correction  
 Revised: 1-5-15

STATE OF NEVADA

BARBARA K. CEGAVSKE  
Secretary of State

KIMBERLEY PERONDI  
Deputy Secretary  
for Commercial Recordings



Commercial Recordings Division

202 N. Carson Street  
Carson City, NV 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138

OFFICE OF THE  
SECRETARY OF STATE

FENNEMORE CRAIG, PC

NV

Job:C20190507-0715

May 7, 2019

Special Handling Instructions:

FSC, STOCK SPLIT,EMAIL 05/07/2019 AP

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Stock Split	20190200164-25	5/7/2019 10:22:58 AM	1	\$175.00	\$175.00
2 Hour Expedite	20190200164-25	5/7/2019 10:22:58 AM	1	\$500.00	\$500.00
Total					\$675.00

Payments

Type	Description	Amount
Billed	751086	\$675.00
Total		\$675.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy 1

FENNEMORE CRAIG, PC

NV



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20190200164-25</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>05/07/2019 10:22 AM</b>
	Entity Number <b>E0341392009-0</b>

**Certificate of Change Pursuant  
 to NRS 78.209**

Certificate of Change of DelMar Pharmaceuticals, Inc., dated May 7, 2019 and effective May 8, 2019

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Change filed Pursuant to NRS 78.209**  
**For Nevada Profit Corporations**

1. Name of corporation:

DelMar Pharmaceuticals, Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

70,000,000 shares of common stock, \$0.001 par value; 5,000,000 shares of preferred stock, \$0.001 par value.

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

7,000,000 shares of common stock, \$0.001 par value; 5,000,000 shares of preferred stock, \$0.001 par value.

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

2,611,256

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

Fractional shares will be rounded up. 0%.

7. Effective date and time of filing: (optional) Date: May 8, 2019 Time: 12:01AM EDT

8. Signature: (required) (must not be later than 90 days after the certificate is filed)

X

Signature of Officer

Chief Financial Officer

Title

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees

Nevada Secretary of State Stock Split  
 Revised: 1-5-15



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20190273398-74</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>06/26/2019 11:28 AM</b>
	Entity Number <b>E0341392009-0</b>

**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation  
For Nevada Profit Corporations  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

DelMar Pharmaceuticals, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE 2 (AUTHORIZED STOCK - NUMBER OF SHARES CORPORATION IS AUTHORIZED TO ISSUE) IS AMENDED IN ITS ENTIRETY TO READ AS FOLLOWS:  
 NUMBER OF SHARES WITH PAR VALUE:  
 95,000,000 COMMON - \$0.001 PAR VALUE  
 5,000,000 PREFERRED - \$0.001 PAR VALUE

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 14,356,381

4. Effective date and time of filing: (optional)

Date:  Time:   
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)

x *Barbara K. Cegavske*  
 Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Amend Profit-After  
 Revised: 1-5-15



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0341392009-0
Secretary of State State Of Nevada	Filing Number 20200860534
	Filed On 8/19/2020 8:00:00 AM
	Number of Pages 9

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**1. Entity information:** Name of entity as on file with the Nevada Secretary of State:  
  
Entity or Nevada Business Identification Number (NVID):

**2. Restated or Amended and Restated Articles:**  
(Select one)  
(If amending and restating only, complete section 1, 2, 3, 5 and 6)

Certificate to Accompany Restated Articles or Amended and Restated Articles  
 Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:   
The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.  
 Amended and Restated Articles  
\* Restated or Amended and Restated Articles must be included with this filing type.

**3. Type of Amendment Filing Being Completed:**  
(Select only one box)  
(If amending, complete section 1, 3, 5 and 6.)

Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)  
The undersigned declare that they constitute at least two-thirds of the following:  
(Check only one box)  incorporators  board of directors  
The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued

Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  
The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:  in excess of a majority

Officer's Statement (foreign qualified entities only) -  
Name in home state, if using a modified name in Nevada:  
  
Jurisdiction of formation:   
Changes to takes the following effect:  
 The entity name has been amended.  Dissolution  
 The purpose of the entity has been amended.  Merger  
 The authorized shares have been amended.  Conversion  
 Other: (specify changes)

\* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)

Date:  Time:   
(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)  
Article FIRST of the Articles of Incorporation of DelMar Pharmaceuticals, Inc. is hereby deleted and replaced in its entirety with the following: "FIRST: The name of the corporation is Kintara Therapeutics, Inc."

DocuSigned by:  (attach additional page(s) if necessary)

6. Signature: (Required)

X  *Said Zarrabian*  President and Chief Executive Officer  
Signature of Officer or Authorized Signer Title

X  *Scott Prall*  Chief Financial Officer  
Signature of Officer or Authorized Signer Title

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:  
(attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.





BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<p><b>1. Entity information:</b></p>	<p>Name of entity as on file with the Nevada Secretary of State:  <input style="width: 100%;" type="text" value="Kintara Therapeutics, Inc."/></p> <p>Entity or Nevada Business Identification Number (NVID): <input style="width: 100%;" type="text" value="NV20091193377"/></p>
<p><b>2. Restated or Amended and Restated Articles:</b>                  (Select one)                  (If amending and restating only, complete section 1, 2, 3, 5 and 6)</p>	<p><input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles</p> <p><input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input style="width: 100px;" type="text"/>                  The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.</p> <p><input type="checkbox"/> Amended and Restated Articles</p> <p>* Restated or Amended and Restated Articles must be included with this filing type.</p>
<p><b>3. Type of Amendment Filing Being Completed:</b>                  (Select only one box)                  (If amending, complete section 1, 3, 5 and 6.)</p>	<p><input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)                  The undersigned declare that they constitute at least two-thirds of the following:                  (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors                  The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued</p> <p><input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)                  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input style="width: 100px;" type="text" value="29,428,300"/></p> <p><input type="checkbox"/> Officer's Statement (foreign qualified entities only) -                  Name in home state, if using a modified name in Nevada:  <input style="width: 100%;" type="text"/>                  Jurisdiction of formation: <input style="width: 100px;" type="text"/>                  Changes to takes the following effect:  <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution  <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger  <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion  <input type="checkbox"/> Other: (specify changes)  <input style="width: 100%;" type="text"/></p> <p>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</p>

This form must be accompanied by appropriate fees.



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**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)      Date: \_\_\_\_\_ Time: \_\_\_\_\_  
(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

Article II has been amended and restated as set forth below and on Annex A.

(attach additional page(s) if necessary)

6. Signature: (Required)

X \_\_\_\_\_ Title \_\_\_\_\_  
Signature of Officer or Authorized Signer

X *DocuSigned by:*  
*Scott Prail* \_\_\_\_\_ Title Chief Financial Officer  
*9509860399E44C...* Officer or Authorized Signer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:  
(attach additional page(s) if necessary)

See attached.

This form must be accompanied by appropriate fees.

KINTARA THERAPEUTICS, INC.

Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 29,428,300, in excess of a majority

Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. is amended in its entirety to read as follows:

NUMBER OF SHARES WITH PAR VALUE:  
175,000,000 COMMON - \$0.001 PAR VALUE  
5,000,000 PREFERRED - \$0.001 PAR VALUE

---

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)  
 TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: Kintara Therapeutics, Inc.  Entity or Nevada Business Identification Number (NVID): NV20091193377
<b>2. Restated or Amended and Restated Articles:</b> (Select one)  (If <u>amending and restating only</u> , complete section 1,2,3, 5 and 6)	Certificate to Accompany Restated Articles or Amended and Restated Articles Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. Amended and Restated Articles  * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) incorporators board of directors  The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued  <hr/> X Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: in excess of a majority  <hr/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: Jurisdiction of formation:  Changes to takes the following effect: The entity name has been amended. Dissolution The purpose of the entity has been amended. Merger The authorized shares have been amended. Conversion Other: (specify changes)  * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

<b>. Effective Date and Time:</b> (Optional)	Date: Time:  (must not be later than 90 days after the certificate is filed)
<b>. Information Being Changed:</b> (Domestic corporations only)	<p>Changes to takes the following effect:</p> <p>The entity name has been amended.</p> <p>The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)</p> <p>The purpose of the entity has been amended.</p> <p><input checked="" type="checkbox"/> The authorized shares have been amended.</p> <p>The directors, managers or general partners have been amended. IRS tax language has been added.</p> <p>Articles have been added. Articles have been deleted. Other.</p> <p>The articles have been amended as follows: (provide article numbers, if available)</p> <p>Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. has been amended and restated as set forth below and on Annex A.</p> <p style="text-align: center;">(attach additional page(s) if necessary)</p>
<b>. Signature:</b> Required)	<p><input checked="" type="checkbox"/> <u>/s/ Robert Hoffman</u> President and Chief Executive Officer Signature of Officer or Authorized Signer Title</p> <p><input checked="" type="checkbox"/> <u>/s/ Scott Prail</u> Chief Financial Officer Signature of Officer or Authorized Signer Title</p> <p>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</p>

**Please include any required or optional information in space below:**  
(attach additional page(s) if necessary)

See attached.

**Annex A**

**KINTARA THERAPEUTICS, INC.**

Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: in excess of a majority.

Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. is amended in its entirety to read as follows:

NUMBER OF SHARES WITH PAR VALUE:  
275,000,000 COMMON - \$0.001 PAR VALUE  
5,000,000 PREFERRED - \$0.001 PAR VALUE

---



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

## Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State:  Kintara Therapeutics, Inc.  Entity or Nevada Business Identification Number (NVID): E0341392009-0
<b>2. Current Authorized Shares:</b>	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 275,000,000 shares of common stock, par value \$0.001 per share
<b>3. Authorized Shares After Change:</b>	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 5,500,000 shares of common stock, par value \$0.001 per share
<b>4. Issuance:</b>	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: One share of common stock will be issued after the split in exchange for every 50 shares of common stock held by each record holder immediately prior to the effective date and time.
<b>5. Provisions:</b>	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: Fractional shares will be rounded up to the nearest whole share.
<b>6. Provisions:</b>	The required approval of the stockholders has been obtained.
<b>7. Effective date and time: (Optional)</b>	Date: 11/11/2022 Time: 5:00 p.m. Eastern (must not be later than 90 days after the certificate is filed)
<b>8. Signature: (Required)</b>	<input checked="" type="checkbox"/> <u>/s/ Scott Prail</u> , CFO 11/10/2022 Signature of Officer Title Date

This form must be accompanied by appropriate fees.

If necessary, additional pages may be attached to this form.

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and  
Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: Kintara Therapeutics, Inc.  Entity or Nevada Business Identification Number (NVID): NV20091193377
<b>2. Restated or Amended and Restated Articles:</b> (Select one) (If <u>amending and restating only</u> , complete section 1, 2, 3, 5 and 6.)	Certificate to Accompany Restated Articles or Amended and Restated Articles Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. Amended and Restated Articles  * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)  The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) incorporators board of directors  The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued  <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <i>in excess of majority</i>

This form must be accompanied by appropriate fees.



FRANCISCO V. AGUILAR  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201 (775) 684-5708  
Website: www.nvsos.gov

Officer's Statement (foreign qualified entities only) -  
Name in home state, if using a modified name in Nevada:

Jurisdiction of formation:

Changes to takes the following effect:  
The entity name has been amended. Dissolution The purpose of the  
entity has been amended. Merger The authorized shares have been  
amended. Conversion Other: (specify changes)

\* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any  
document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

<b>4. Effective Date and Time:</b> (Optional)	Date: Time:  (must not be later than 90 days after the certificate is filed)
<b>5. Information Being Changed:</b> (Domestic corporations only)	<p>Changes to takes the following effect:</p> <p>The entity name has been amended.</p> <p>The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)</p> <p>The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended.</p> <p>The directors, managers or general partners have been amended. IRS tax language has been added.</p> <p>Articles have been added. Articles have been deleted. Other.</p> <p>The articles have been amended as follows: (provide article numbers, if available)</p> <p><small>Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. has been amended and restated as set forth below and on Exhibit A.</small></p> <p style="text-align: center;">(attach additional page(s) if necessary)</p>
<b>6. Signature:</b> (Required)	<p><input checked="" type="checkbox"/> <u>/s/ Robert E. Hoffman</u> President and Chief Executive Officer          Signature of Officer or Authorized Signer Title</p> <p><input type="checkbox"/> _____          Signature of Officer or Authorized Signer Title</p> <p><small>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</small></p>
<b>Please include any required or optional information in space below:</b> (attach additional page(s) if necessary)	

**FRANCISCO V. AGUILAR**  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201 (775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)

Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. has been amended and restated as set forth below and on Exhibit A attached hereto.

This form must be accompanied by appropriate fees.  
Page 4 of 2 Revised: 12/15/2022

**Exhibit A**

KINTARA THERAPEUTICS, INC.

Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: in excess of a majority.

Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. is amended in its entirety to read as follows:

NUMBER OF SHARES WITH PAR VALUE: 75,000,000  
COMMON - \$0.001 PAR VALUE  
5,000,000 PREFERRED - \$0.001 PAR VALUE

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FRANCISCO V. AGUILAR  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>FV Aguilar</i>	Business Number E0341392009-0
Secretary of State State Of Nevada	Filing Number 20244407704
	Filed On 10/17/2024 11:52:00 AM
	Number of Pages 2

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="Kintara Therapeutics, Inc."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20091193377"/>
<b>2. Restated or Amended and Restated Articles:</b> (Select one) <small>(If amending and restating only, complete section 1, 2, 3, 5 and 6)</small>	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box) <small>(If amending, complete section 1, 3, 5 and 6.)</small>	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input type="text"/> Or <input type="checkbox"/> No action by stockholders is required, name change only. <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



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**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**4. Effective Date and Time:** (Optional)      Date:       Time:   
 (must not be later than 90 days after the certificate is filed)

**5. Information Being Changed:** (Domestic corporations only)  
 Changes to takes the following effect:  
 The entity name has been amended.  
 The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)  
 The purpose of the entity has been amended.  
 The authorized shares have been amended.  
 The directors, managers or general partners have been amended.  
 IRS tax language has been added.  
 Articles have been added.  
 Articles have been deleted.  
 Other.  
 The articles have been amended as follows: (provide article numbers, if available)  
  
 (attach additional page(s) if necessary)

**6. Signature:** (Required)  
 /s/ Robert E. Hoffman        
 Signature of Officer or Authorized Signer      Title  
 \_\_\_\_\_      \_\_\_\_\_  
 Signature of Officer or Authorized Signer      Title  
 \*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)

Article 3 is amended as of the effective date and time to provide that each thirty-five (35) shares of issued and outstanding common stock, par value \$0.001 per share, will be consolidated into one (1) share of common stock, par value \$0.001 per share. No fractional shares will be issued. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share.

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

**Kintara Therapeutics, Inc.**

**Nevada Business Identification # NV20091193377**

**Expiration Date: 06/30/2025**

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

**License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.**



Certificate Number: B202410175056967

You may verify this certificate

online at <https://www.nvsilverflume.gov/home>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/17/2024.

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR  
Secretary of State





FRANCISCO V. AGUILAR  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>FV Aguilar</i>	Business Number E0341392009-0
Secretary of State State Of Nevada	Filing Number 20244408168
	Filed On 10/17/2024 1:28:00 PM
	Number of Pages 2

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: Kintara Therapeutics, Inc.
	Entity or Nevada Business Identification Number (NVID): NV20091193377
<b>2. Restated or Amended and Restated Articles:</b> (Select one) <small>(If amending and restating only, complete section 1, 2, 3, 5 and 6)</small>	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box) <small>(If amending, complete section 1, 3, 5 and 6.)</small>	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: _____ Or <input checked="" type="checkbox"/> No action by stockholders is required, name change only. <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.





FRANCISCO V. AGUILAR  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**4. Effective Date and Time:** (Optional)

Date:  Time:   
 (must not be later than 90 days after the certificate is filed)

**5. Information Being Changed:** (Domestic corporations only)

Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

**6. Signature:** (Required)

X /s/ James Bianco, M.D.   
 Signature of Officer or Authorized Signer Title

X \_\_\_\_\_   
 Signature of Officer or Authorized Signer Title

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)





FOLEY & LARDNER LLP

December 23, 2024

TuHURA Biosciences, Inc.  
10500 University Center Dr., Suite 110  
Tampa, Florida 33612

Re: TuHURA Biosciences, Inc. 2024 Equity Incentive Plan and 2019 Amended and Restated Equity Incentive Plan

Ladies and Gentlemen:

We have acted as counsel for TuHURA Biosciences, Inc., a Nevada corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to (i) 11,000,000 shares of common stock, par value \$0.001 per share, of the Company, (the "Shares") that may be issued pursuant to the TuHURA Biosciences, Inc. 2024 Equity Incentive Plan (the "2024 Plan") and (ii) 3,269,825 Shares that may be issued pursuant to the Company's 2019 Amended & Restated Equity Incentive Plan (the "2019 Plan" and together with the 2024 Plan the "Plans").

In connection with our representation, we have examined: (i) the Plans; (ii) the Registration Statement; (iii) Articles of Incorporation of the Company, as amended to date; (iv) the Amended and Restated By-laws of the Company; (v) resolutions of the Board of Directors of the Company relating to the Plans and the issuance of the Shares thereunder; and (vi) such other documents and records as we have deemed necessary to enable us to render this opinion. In our examination of the above-referenced documents, we have assumed the genuineness of all manual and electronic signatures, the authenticity of all documents, certificates, and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. We have also assumed the due execution and delivery of all documents where due execution and delivery are prerequisite to the effectiveness thereof.

The opinions expressed herein are limited in all respects to the federal laws of the United States of America and the applicable provisions of Title 7 of the Nevada Revised Statutes, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus that forms a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

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Based upon and subject to the foregoing, we are of the opinion that the Shares covered by the Registration Statement, when issued and paid for pursuant to the terms and conditions of the Plans, and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm in the Registration Statement. In giving our consent, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP

Foley & Lardner LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation in this Registration Statement on Form S-8 of TuHURA Biosciences, Inc. (the "Company") of our report dated April 1, 2024, related to the consolidated financial statements of the Company as of and for the year ended December 31, 2023.

*/s/ Cherry Bekaert LLP*

Tampa, Florida  
December 23, 2024

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of TuHURA BioSciences, Inc., (formerly known as Kintara Therapeutics, Inc., the "Company") on Form S-8 of our report dated October 7, 2024, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of Kintara Therapeutics, Inc., as of June 30, 2024 and 2023 and for the years ended June 30, 2024 and 2023 appearing in the Annual Report on Form 10-K of Kintara Therapeutics, Inc. for the year ended June 30, 2024.

/s/ Marcum LLP

Marcum LLP  
San Jose, CA  
December 23, 2024

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Exhibit 107  
**CALCULATION OF FILING FEE TABLES**  
**FORM S-8**  
 (Form Type)  
**TuHURA Biosciences, Inc.**  
 (Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity							
	Common Stock, \$0.001 par value per share, reserved for future issuance under the TuHURA Biosciences, Inc. (f/k/a Morphogenesis, Inc.) 2019 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	3,269,825 <sup>(3)</sup>	\$4.20	\$13,733,265.00	\$0.0001530	\$2,101.19
	Common Stock, \$0.001 par value per share, reserved for future purchase under the TuHURA Biosciences, Inc. 2024 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	11,000,000 <sup>(4)</sup>	\$4.20	\$46,200,000.00	\$0.0001530	\$7,068.60
	<b>Total Offering Amounts</b>				\$59,933,265.00		\$9,169.79
	<b>Total Fee Offsets</b>						-
	<b>Net Fee Due</b>						\$9,169.79

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminable number of additional shares of Common Stock, \$0.001 par value per share (the "Common Stock"), of the Registrant as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the and TuHURA Biosciences, Inc. (f/k/a Morphogenesis, Inc.) 2019 Equity Incentive Plan and the TuHURA Biosciences, Inc. 2024 Equity Incentive Plan.

(2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$4.20 was computed by averaging the high and low prices of a share of the Registrant's Common Stock reported on NASDAQ on December 18, 2024, a date within five business days prior to the date of the filing of this Registration Statement.

(3) Represents 3,269,825 shares of the Registrant's Common Stock that were authorized for issuance under the TuHURA Biosciences, Inc. (f/k/a Morphogenesis, Inc.) 2019 Equity Incentive Plan.

(4) Represents 11,000,000 shares of the Registrant's Common Stock that were authorized for issuance under the TuHURA Biosciences, Inc. 2024 Equity Incentive Plan.

