

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

Post-Effective Amendment No. 1
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DelMar Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

2834

(Primary Standard Industrial
Classification Code Number)

99-0360497

(I.R.S. Employer
Identification Number)

Suite 720-999 West Broadway
Vancouver, British Columbia, Canada V5Z 1K5
(604) 629-5989
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Saïd Zarrabian
President and Chief Executive Officer
DelMar Pharmaceuticals, Inc.
Suite 720-999 West Broadway
Vancouver, British Columbia, Canada V5Z 1K5
(604) 629-5989
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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

Barry L. Grossman
Sarah E. Williams
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
(212) 370-1300

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. 333-232931

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

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

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 of DelMar Pharmaceuticals, Inc. (the “Company”), as originally declared effective by the Securities and Exchange Commission (the “SEC”) on August 14, 2019, is being filed for the sole purpose of filing Exhibits 5.1 and 5.2 as part of the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below. This Registration Statement shall become effective upon filing with the SEC in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits

The following exhibits are being filed with this Registration Statement:

Exhibits:	Description
5.1	Legal opinion of Fennemore Craig, P.C.
5.2	Legal opinion of Lowenstein Sandler LLP

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia, Canada, on the 15th day of August 2019.

DELMAR PHARMACEUTICALS, INC.

By: /s/ Scott Prail
Scott Prail
Chief Financial Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Saiid Zarrabian</u> Saiid Zarrabian	Chief Executive Officer and Director (Principal Executive Officer)	August 15, 2019
<u>/s/ Scott Prail</u> Scott Prail	Chief Financial Officer (Principal Financial and Accounting Officer)	August 15, 2019
<u>*</u> John K. Bell	Director	August 15, 2019
<u>*</u> Lynda Cranston	Director	August 15, 2019
<u>*</u> Napoleone Ferrara	Director	August 15, 2019
<u>*</u> Robert E. Hoffman	Director	August 15, 2019
<u>*</u> Robert J. Toth	Director	August 15, 2019

*By: /s/ Scott Prail
Scott Prail
Attorney-in-Fact

FENNEMORE CRAIG, P.C.

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August 15, 2019

DelMar Pharmaceuticals, Inc.
Suite 720-999 West Broadway
Vancouver, British Columbia
Canada V5Z 1K5

Re: Registration on Form S-1 for DelMar Pharmaceuticals, Inc.

Ladies and Gentlemen:

We are acting as special Nevada counsel for DelMar Pharmaceuticals, Inc., a Nevada corporation (the "Company"), in connection with the registration under a Registration Statement on Form S-1 (the "Registration Statement"), as amended, by the Company under the Securities Act of 1933, as amended (the "Act") in connection with the offering of (i) up to an aggregate of 5,107,500 shares (the "Offered Shares") of the Company's common stock, par value \$.001 per share (the "Common Stock"), (ii) Warrants, as hereinafter defined, to purchase up to an aggregate of 7,762,500 shares of Common Stock, (iii) Pre-Funded Warrants, as hereinafter defined, to purchase up to 2,655,000 shares of Common Stock (the shares of Common Stock issuable upon exercise of the Warrants and/or the Pre-Funded Warrants are referred to as the "Warrant Shares") and (iv) Underwriter Warrants, as hereinafter defined, to purchase up to an aggregate of 388,125 shares of Common Stock (the shares of Common Stock issuable upon exercise of the Underwriter Warrants are referred to as the "Underwriter Warrant Shares"). The Offered Shares, the Warrants, the Pre-Funded Warrants and the Underwriter Warrants will be sold pursuant to an Underwriting Agreement (the "Agreement") among the Company, Maxim Group LLC and Dawson James Securities, Inc.

We have examined originals or copies of each of the documents listed below:

1. The Articles of Incorporation of the Company, as amended, as certified by an officer of the Company as of the date hereof;
 2. The Bylaws of the Company, as amended, as certified by an officer of the Company as of the date hereof;
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Fennemore Craig, P.C.

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3. The forms of the warrants (the "Warrants"), pre-funded warrants (the "Pre-Funded Warrants") and warrants to be issued to Maxim Group LLC and Dawson James Securities, Inc. as underwriter compensation (the "Underwriter Warrants") described in the Registration Statement;
4. Resolutions of the Board of Directors of the Company, dated August 8, 2019, appointing a pricing committee ("Pricing Committee").
5. Resolutions of the Pricing Committee of the Board of Directors of the Company, dated August 13, 2019.
6. The Agreement; and
7. The Registration Statement.

We have examined originals or copies of such other corporate records, certificates of corporate officers and public officials and other agreements and documents as we have deemed necessary or advisable for purposes of this opinion letter. We have relied upon the certificates of all public officials and corporate officers with respect to the accuracy of all factual matters contained therein.

Without limiting the generality of the foregoing, in our examination, we have, with your permission, assumed without independent verification, that (i) all documents submitted to us as originals are authentic, the signatures on all documents that we examined are genuine, and all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies conform to the original document; and (ii) all corporate records made available to us by the Company and all public records we have reviewed are accurate and complete. We note that the Company has reserved, and assume it will continue to maintain reserved, a sufficient number of shares of its duly authorized, but unissued, Common Stock as is necessary to provide for the issuance of the Warrant Shares and the Underwriter Warrant Shares.

Based upon the foregoing, and subject to the limitations, exceptions and exclusions set forth herein, it is our opinion that:

1. Issuance of the Offered Shares has been duly authorized by the Company and, when issued and paid for in accordance with the terms of the Registration Statement and the Agreement, the Offered Shares will be validly issued, fully paid and nonassessable.
 2. Issuance of the Warrants, Pre-Funded Warrants, and Underwriter Warrants have been duly authorized by the Company and, when issued and paid for in accordance with the terms of the Registration Statement and the Agreement, the Warrants, Pre-Funded Warrants and Underwriter Warrants will be validly issued.
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Fennemore Craig, P.C.

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3. Issuance of the Warrant Shares has been duly authorized by the Company and, when issued and paid for in accordance with the terms of the Warrants and/or the Pre-Funded Warrants, as applicable, the Warrant Shares will be validly issued, fully paid and nonassessable.

4. Issuance of the Underwriter Warrant Shares has been duly authorized by the Company and, when issued and paid for in accordance with the terms of the Underwriter Warrants, the Underwriter Warrant Shares will be validly issued, fully paid and nonassessable.

We express no opinion as to the laws of any jurisdiction other than the laws of the State of Nevada. The opinions expressed above concern only the effect of the laws (excluding the principles of conflict of laws) of the State of Nevada currently in effect. We assume no obligation to supplement this opinion if any applicable laws change after the date of this opinion, or if we become aware of any facts that might change the opinions expressed above after the date of this opinion.

This opinion is issued in the State of Nevada. By issuing this opinion, Fennemore Craig, P.C. (i) shall not be deemed to be transacting business in any other state or jurisdiction other than the State of Nevada and (ii) does not consent to the jurisdiction of any state other than the State of Nevada. Any claim or cause of action arising out of the opinions expressed herein must be brought in the State of Nevada. Your acceptance of this opinion shall constitute your agreement to the foregoing.

We consent to your filing of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement. We further consent to the incorporation by reference of this opinion and consent in any registration statement filed pursuant to Rule 462(b) under the Act with respect to the Common Stock. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K. The opinions expressed in this letter are rendered as of the date hereof, and we express no opinion as to circumstances or events that may occur subsequent to such date. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Common Stock.

Very truly yours,

/s/ Fennemore Craig, P.C.

Fennemore Craig, P.C.

CDOL/DLEW

August 15, 2019

DelMar Pharmaceuticals, Inc.
Suite 720-999 West Broadway
Vancouver, British Columbia
Canada V5Z 1K5

Ladies and Gentlemen:

We have acted as counsel to DelMar Pharmaceuticals, Inc., a Nevada corporation (the “**Company**”) in connection with the sale and issuance of up to 5,107,500 shares of the Company’s common stock, par value \$0.001 per share (the “**Common Stock**” and such shares, the “**Shares**”), Warrants (the “**Warrants**”) to purchase up to an aggregate of 7,762,500 shares of Common Stock (the “**Common Warrant Shares**”), Pre-Funded Warrants (the “**Pre-Funded Warrants**”) to purchase up to 2,655,000 shares of Common Stock (the “**Pre-Funded Warrant Shares**”) and warrants (the “**Underwriter Warrants**”) to purchase up to an aggregate of 388,125 shares of Common Stock (the “**Underwriter Warrant Shares**” and, together with the Common Warrant Shares and Pre-Funded Warrant Shares, the “**Warrant Shares**”), being issued to the Representatives (as defined below), pursuant to the Registration Statement on Form S-1 (File No. 333-232931) (the “**Registration Statement**”) filed by the Company with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), and the rules and regulations promulgated thereunder, together with the Prospectus contained therein (the “**Prospectus**”). The Shares, Warrants and Pre-Funded Warrants are to be sold pursuant to an Underwriting Agreement (the “**Agreement**”) between the Company, Maxim Group LLC and Dawson James Securities, Inc., as the representatives (such latter two parties, the “**Representatives**”) of the several underwriters, if any, named in Schedule I thereto (each an “**Underwriter**” and collectively, the “**Underwriters**”).

As counsel to the Company in connection with the proposed potential issuance and sale of the above-referenced Shares, Warrants, Pre-Funded Warrants, Underwriter Warrants and Warrant Shares, we have reviewed the Registration Statement, Prospectus and the respective exhibits thereto. We have also reviewed such corporate documents and records of the Company, such certificates of public officials and officers of the Company and such other matters as we have deemed necessary or appropriate for purposes of this opinion. In our examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) that, as set forth in a separate opinion delivered to the Company on the date hereof by Fennemore Craig, P.C., special Nevada counsel to the Company, the Warrants, the Pre-Funded Warrants and the Underwriter Warrants have been duly authorized; and (v) the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that (i) when the Warrants are duly executed and delivered by the Company and paid for by the Underwriters pursuant to the Agreement, such Warrants will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors’ rights and to general equitable principles, (ii) when the Pre-Funded Warrants are duly executed and delivered by the Company and paid for by the Underwriters pursuant to the Agreement, such Pre-Funded Warrants will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors’ rights and to general equitable principles and (iii) when the Underwriter Warrants are duly executed and delivered by the Company pursuant to the Agreement, such Underwriter Warrants will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors’ rights and to general equitable principles.

The opinion set forth above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought; and (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of, or contribution to, a party with respect to liability where such indemnification or contribution is contrary to public policy. We express no opinion concerning the enforceability of any waiver of rights or defenses with respect to stay, extension or usury laws.

Our opinion is limited to the laws of New York. We express no opinion as to the effect of the law of any other jurisdiction. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention. We advise you that matters of Nevada law are covered in the opinion of Fennemore Craig, P.C., special Nevada counsel for the Company, in Exhibit 5.1 to the Registration Statement.

We hereby consent to the inclusion of this opinion as Exhibit 5.2 to the Registration Statement and to the references to our firm therein and in the Prospectus under the caption "Legal Matters." In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Lowenstein Sandler LLP

Lowenstein Sandler LLP