

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

**FORM 10-K/A**  
Amendment No.1

(Mark One)

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

For the fiscal year ended **August 31, 2022**

or

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

For the transition period from [ ] to [ ]

Commission file number **000-52138**

**LEXARIA BIOSCIENCE CORP.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u> State or other jurisdiction of incorporation or organization	<u>20-2000871</u> (I.R.S. Employer Identification No.)
<u>#100 – 740 McCurdy Road, Kelowna BC Canada</u> (Address of principal executive offices)	<u>V1X 2P7</u> (Zip Code)

Registrant's Telephone number, including area code: **250-765-6424**

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

<u>Title of Each Class</u>	<u>Name of Each Exchange On Which Registered</u>
N/A	N/A

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

<u>Title of Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$0.001	LEXX	Nasdaq
Warrants	LEXXW	Nasdaq

Indicate by check mark if the registered is a well-known seasonal issuer, as defined in Rule 405 the Securities Act Yes  No

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

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

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-K (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

If an emerging growth company, indicate by a check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

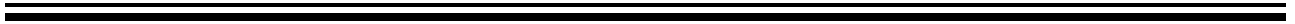
As of February 28, 2022, the last day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$21 million, based on the average of the closing price of the registrant's shares of common stock on February 28, 2022.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

5,950,998 common shares as of November 25, 2022.

DOCUMENTS INCORPORATED BY REFERENCE

None.



#### EXPLANATORY NOTE

This Amendment on Form 10-K/A (the “Amendment”) amends our Annual Report on Form 10-K for the fiscal year ended August 31, 2022, which was originally filed with the Securities and Exchange Commission (the “SEC”) on November 28, 2022 (the “Original Report”). This Amendment is being filed solely to amend Part IV – Item 15. Exhibits and Financial Statement Schedules to the Original Report to correct omissions in the exhibit index which are now included herein as material contracts filed as Exhibit 10.6 and 10.7 and to provide updates to the following Exhibits: 23.1, 31.1 and 31.2. This Form 10-K/A does not reflect events occurring after the filing of the Original Report, or modify or update disclosures therein.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules

#### a) Financial Statements

- 1) Financial statements for our Company are listed in the index under Item 8 of this document.
- 2) All financial statement schedules are omitted because they are not applicable, not material or the required information is shown in the financial statements or notes thereto.

#### b) Exhibits

Exhibit Number	Description
<b>(2)</b>	<b>Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession</b>
<a href="#">2.1</a>	<a href="#">Plan of Conversion (included as Schedule "A" to the proxy statement/prospectus)</a>
<b>(3)</b>	<b>Articles of Incorporation and Bylaws</b>
<a href="#">3.1*</a>	<a href="#">Articles of Incorporation</a>
<a href="#">3.2*</a>	<a href="#">Bylaws</a>
<a href="#">3.3</a>	<a href="#">Amended and Restated Articles of Incorporation (Filed on Form 8-K January 14, 2021 Exh. 3.1)</a>
<a href="#">3.4</a>	<a href="#">Second Amended and Restated Bylaws (incorporated by reference as Exhibit 3.2 to our Current Report on Form 8-K filed January 14, 2021)</a>
<a href="#">3.5</a>	<a href="#">Amended and Restated Bylaws (Filed on Form S-1 June 3, 2020 Exh 3.4)</a>
<a href="#">3.6</a>	<a href="#">Amendment to Articles of Incorporation – Share Consolidation (Filed on Form 8-K June 23, 2009 Exh 3.1)</a>
<a href="#">3.7</a>	<a href="#">Amendment to Articles of Incorporation – Share Expansion (Filed on Form 8-K March 10th, 2010)</a>
<a href="#">3.8</a>	<a href="#">Amendment to Articles of Incorporation – Share Forward Split (Filed on Form 8-K December 16th, 2015 Exh 3.1)</a>
<a href="#">3.9</a>	<a href="#">Amendment to Articles of Incorporation – Name Change (Filed on Form 8-K May 11th, 2016 Exh 99.1)</a>
<b>(4)</b>	<b>Instruments Defining the Rights of Security Holders, including Indentures</b>
<a href="#">4.1</a>	<a href="#">Equity Incentive Plan (Filed on Form S-8 July 30, 2021)</a>
<b>(10)</b>	<b>Material Contracts</b>
<a href="#">10.1</a>	<a href="#">Executive Employment Agreement dated Dec. 31, 2021 with John Docherty (filed on Form 10-Q January 14, 2022 Exh 10.1)</a>
<a href="#">10.2</a>	<a href="#">Management Services Agreement dated Dec. 31, 2021 with C.A.B. Financial Services Ltd. (Chris Bunka) (filed on Form 10-Q January 14, 2022 Exh 10.2)</a>
<a href="#">10.3</a>	<a href="#">Redacted Intellectual Property License Agreement dated May 20, 2022 between Lexaria Hemp Corp. and Premier Wellness Science Co., Ltd. (filed on Form 10-Q July 14, 2022 Exh 10.3)</a>
<a href="#">10.4</a>	<a href="#">Underwriting Agreement with H.C. Wainwright &amp; Co. LLC (incorporated by reference as Exhibit 1.1 to our Current Report on Form 8-K filed January 14, 2021)</a>
<a href="#">10.5</a>	<a href="#">Asset Purchase Agreement with Hill Street Beverage Company Inc. (incorporated by reference as Exhibit 10.31 to our Registration Statement on Form S-1 filed November 20, 2020)</a>
<a href="#">10.6</a>	<a href="#">Equity Distribution Agreement with Maxim Group LLC (incorporated by reference as Exhibit 1.1 to our Current Report on Form 8-K filed August 12, 2022)</a>
<a href="#">10.7</a>	<a href="#">Media Buys Agreement with SRAX (incorporated by reference as Exhibit 10.1 to our Current Report on Form 8-K filed December 16, 2021)</a>
<b>(21)</b>	<b>Subsidiaries</b>
<a href="#">21.1</a>	<a href="#">List of Subsidiaries of the Registrant (Filed on Form 10-K November 29, 2021 Exh 21.1)</a>
<b>(23)</b>	<b>Consents of Experts and Counsel</b>
<a href="#">23.1</a>	<a href="#">Consent of Davidson &amp; Company LLP, Chartered Professional Accountants</a>
<b>(31)</b>	<b>Rule 13(a) - 14 (a)/15(d) - 14(a)</b>
<a href="#">31.1</a>	<a href="#">Section 302 Certifications under Sarbanes-Oxley Act of 2002 of Principal Executive Officer</a>
<a href="#">31.2</a>	<a href="#">Section 302 Certifications under Sarbanes-Oxley Act of 2002 of Principal Financial Officer and Principal Accounting Officer</a>
<b>(32)</b>	<b>Section 1350 Certifications</b>
<a href="#">32.1</a>	<a href="#">Section 906 Certification under Sarbanes Oxley Act of 2002 of Principal Executive Officer (filed on Form 10-K November 28, 2022 Exh. 32.1)</a>
<a href="#">32.2</a>	<a href="#">Section 906 Certification under Sarbanes Oxley Act of 2002 of Principal Financial Officer and Principal Accounting Officer (filed on Form 10-K November 28, 2022 Exh. 32.2)</a>
<b>(101)**</b>	<b>Interactive Data Files</b>
<b>101.INS</b>	<b>XBRL Instance Document</b>
<b>101.SCH</b>	<b>XBRL Taxonomy Extension Schema Document</b>
<b>101.CAL</b>	<b>XBRL Taxonomy Extension Calculation Linkbase Document</b>
<b>101.DEF</b>	<b>XBRL Taxonomy Extension Definition Linkbase Document</b>
<b>101.LAB</b>	<b>XBRL Taxonomy Extension Label Linkbase Document</b>
<b>101.PRE</b>	<b>XBRL Taxonomy Extension Presentation Linkbase Document</b>

\*Incorporated by reference to same exhibit filed with the Company's Registration Statement on Form SB-2 filed March 1, 2006.

\*\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

**SIGNATURES**

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

**LEXARIA BIOSCIENCE CORP.**

By: /s/Christopher Bunka  
Christopher Bunka  
Chair and Chief Executive Officer

Date: December 6, 2022

In accordance with the Exchange Act, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Christopher Bunka  
Christopher Bunka  
Chief Executive Officer, Chairman and Director  
(Principal Executive Officer)  
Date: December 6, 2022

By: /s/ John Docherty  
John Docherty  
President and Director  
Date: December 6, 2022

By: /s/ Gregory Downey  
Gregory Downey CPA, CMA  
Chief Financial Officer  
(Principal Financial Officer)  
Date: December 6, 2022

By: /s/Ted McKechnie  
Ted McKechnie  
Director  
Date: December 6, 2022

By: /s/Nicholas Baxter  
Nicholas Baxter  
Director  
Date: December 6, 2022

By: /s/Albert Reese Jr.  
Albert Reese Jr.  
Director  
Date: December 6, 2022

DAVIDSON & COMPANY LLP \_\_\_\_\_ Chartered Professional Accountants \_\_\_\_\_

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

December 6, 2022

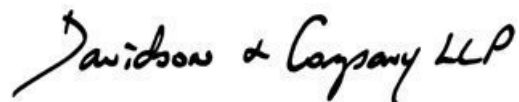
**Lexaria Bioscience Corp.**  
100 – 740 McCurdy Road  
Kelowna, BC  
V1X 2P7

**Re: Lexaria Bioscience Corp. (the “Company”)**  
**Annual Report on Form 10K**

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We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-262402) and Form S-8 (No. 333-258308) of the Company, of our report dated November 25, 2022 relating to the consolidated financial statements of the Company which appear in the Annual Report on Form 10-K of the Company for the year ended August 31, 2022.

Yours truly,



**DAVIDSON & COMPANY LLP**  
Chartered Professional Accountants



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6  
Telephone (604) 687-0947 Davidson-co.com

**CERTIFICATION PURSUANT TO  
18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Chris Bunka, certify that:

1. I have reviewed this Amendment No.1 to the Annual Report on Form 10-K of Lexaria Bioscience Corp. for the year ended August 31, 2022;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(c) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's first fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 6, 2022

/Chris Bunka/

Chris Bunka  
CEO and Director  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gregory Downey, certify that:

1. I have reviewed this Amendment No.1 to the Annual Report on Form 10-K of Lexaria Bioscience Corp. for the year ended August 31, 2022;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's first fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 6, 2022

"Greg Downey"

Gregory Downey, CPA, CMA  
Chief Financial Officer and Treasurer  
(Principal Financial Officer and Principal  
Accounting Officer)