

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

**FORM 10-Q/A**

Amendment No. 1

(Mark One)

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

For the quarterly period ended November 30, 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

**LEXARIA BIOSCIENCE CORP.**

(Exact name of registrant as specified in its charter)

Nevada

State or other jurisdiction of incorporation or organization

20-2000871

(I.R.S. Employer Identification No.)

#100 – 740 McCurdy Road, Kelowna BC Canada

(Address of principal executive offices)

V1X 2P7

(Zip Code)

Registrant's Telephone number, including area code: 1.250.765.6424

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

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

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 pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit 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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

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

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 January 17, 2023

DOCUMENTS INCORPORATED BY REFERENCE

None.

Explanatory Note

**THIS AMENDMENT NO.1 TO LEXARIA BIOSCIENCE CORP.'S (THE "COMPANY") FORM 10-Q FOR THE PERIOD ENDED NOVEMBER 30, 2022 ("ORIGINAL FILING") IS BEING FILED SOLELY TO INCLUDE THE EXHIBITS WHICH WERE INADVERTENTLY NOT INCLUDED AND TO UPDATE THE SIGNATURES.**

**THE COMPANY HAS NOT MODIFIED OR UPDATED DISCLOSURES PRESENTED IN THE ORIGINAL FILING, EXCEPT AS INDICATED ABOVE. ACCORDINGLY, THIS AMENDMENT DOES NOT REFLECT EVENTS OCCURRING AFTER THE DATE OF THE ORIGINAL FILING AND DOES NOT MODIFY OR UPDATE THOSE DISCLOSURES AFFECTED BY SUBSEQUENT EVENTS, EXCEPT AS SPECIFICALLY REFERENCED HEREIN. INFORMATION NOT AFFECTED BY THE ABOVE AMENDMENTS IS UNCHANGED AND REFLECTS THE DISCLOSURES MADE AT THE TIME OF THE ORIGINAL FILING.**

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**PART I—FINANCIAL INFORMATION**  
**Item 1. Financial Statements**

**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
 (Expressed in U.S. Dollars)

	November 30, 2022	August 31, 2022
	(Unaudited)	(Audited)
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 4,533,063	\$ 5,813,218
Marketable securities	269,707	347,335
Accounts receivable	286,322	201,784
Inventory	9,936	38,418
Prepaid expenses and deposit	260,342	576,761
<b>Total Current Assets</b>	<b>5,359,370</b>	<b>6,977,516</b>
<b>Non-current assets, net</b>		
Right of use assets	42,340	52,444
Intellectual property	500,549	488,462
Property & equipment	311,221	315,505
<b>Total Non-current Assets</b>	<b>854,110</b>	<b>856,411</b>
<b>TOTAL ASSETS</b>	<b>\$ 6,213,480</b>	<b>\$ 7,833,927</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 241,891	\$ 151,449
Lease payable	39,629	42,587
<b>Total Current Liabilities</b>	<b>281,520</b>	<b>194,036</b>
<b>Long Term</b>		
Lease payable	-	7,401
<b>Total Long Term Liabilities</b>	<b>-</b>	<b>7,401</b>
<b>TOTAL LIABILITIES</b>	<b>281,520</b>	<b>201,437</b>
<b>STOCKHOLDERS' EQUITY</b>		
<b>Share Capital</b>		
Authorized:		
220,000,000 common voting shares with a par value of \$0.001 per share Issued and outstanding: 5,950,998 common shares at November 30, 2022 and at August 31, 2022	5,951	5,951
<b>Additional paid-in capital</b>	<b>47,110,257</b>	<b>47,041,481</b>
<b>Deficit</b>	<b>(40,854,472)</b>	<b>(39,098,528)</b>
<b>Equity attributable to shareholders of the Company</b>	<b>6,261,736</b>	<b>7,948,904</b>
<b>Non-controlling Interest</b>	<b>(329,776)</b>	<b>(316,414)</b>
<b>Total Stockholders' Equity</b>	<b>5,931,960</b>	<b>7,632,490</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 6,213,480</b>	<b>\$ 7,833,927</b>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Expressed in U.S. Dollars, except number of shares)

	<b>THREE MONTHS ENDED</b>	
	<b>November 30,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(Unaudited)</b>	
<b>Revenue</b>	<b>\$ 101,476</b>	<b>\$ 13,880</b>
<b>Cost of Goods Sold</b>	<b>15,795</b>	<b>5,570</b>
<b>Gross profit</b>	<b>85,681</b>	<b>8,310</b>
<b>Expenses</b>		
Research and development	<b>829,489</b>	458,709
Office and administration	<b>1,025,498</b>	1,553,083
	<b>1,854,987</b>	2,011,792
<b>Net loss</b>	<b>(1,769,306)</b>	(2,003,482)
<b>Net loss for the period</b>	<b>\$ (1,769,306)</b>	<b>\$ (2,003,482)</b>
<b>Net loss attributable to:</b>		
Common shareholders	<b>\$ (1,755,944)</b>	\$ (1,993,157)
Non-controlling interest	<b>\$ (13,362)</b>	\$ (10,325)
Basic and diluted loss per share	<b>\$ (0.30)</b>	\$ (0.35)
Weighted average number of common shares outstanding		
Basic and diluted	<b>5,950,998</b>	5,726,699

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in U.S. Dollars)

	<b>THREE MONTHS ENDED</b>	
	<b>November 30,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(Unaudited)</b>	
<b>Cash flows used in operating activities</b>		
Net loss	\$ (1,769,306)	\$ (2,003,482)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	68,776	408,544
Depreciation and amortization	24,730	27,930
Noncash right-of-use lease expense	10,104	9,385
Unrealized loss on marketable securities	77,628	340,417
Unrealized foreign exchange	-	(109)
Lease accretion	845	1,562
Change in operating assets and liabilities		
Accounts receivable	(84,538)	(119,111)
Inventory	30,791	2,914
Prepaid expenses and deposits	316,419	82,030
Accounts payable and accrued liabilities	90,442	88,819
Due to related parties	-	(5,223)
<b>Net cash used in by operating activities</b>	<b>\$ (1,234,109)</b>	<b>\$ (1,166,324)</b>
<b>Cash flows used in investing activities</b>		
Purchase of equipment	(20,500)	(42,375)
Intellectual property	(14,342)	(15,840)
<b>Net cash used in investing activities</b>	<b>\$ (34,842)</b>	<b>\$ (58,215)</b>
<b>Cash flows from financing activities</b>		
Lease Payments	(11,204)	(10,987)
<b>Net cash used in financing activities</b>	<b>\$ (11,204)</b>	<b>\$ (10,987)</b>
<b>Net change in cash for the period</b>	<b>(1,280,155)</b>	<b>(1,235,526)</b>
<b>Cash at beginning of period</b>	<b>5,813,218</b>	<b>10,917,797</b>
<b>Cash at end of period</b>	<b>\$ 4,533,063</b>	<b>\$ 9,682,271</b>
<b>Supplemental information of cash flows:</b>		
Income taxes paid in cash	\$ -	\$ -

The accompanying notes are an integral part of these condensed consolidated interim financial statements.



**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Expressed in U.S. Dollars)

	COMMON STOCK		ADDITIONAL PAID-IN CAPITAL	DEFICIT	NCI	TOTAL STOCKHOLDERS' EQUITY
	SHARES	AMOUNT				
		\$	\$	\$	\$	\$
<b>Balance August 31, 2021</b>	<b>5,726,699</b>	<b>5,727</b>	<b>45,089,114</b>	<b>(31,829,204)</b>	<b>(202,085)</b>	<b>13,063,552</b>
Stock based compensation	-	-	408,544	-	-	408,544
Net loss	-	-	-	(1,993,157)	-	(1,993,157)
Non-controlling interest	-	-	-	-	(10,325)	(10,325)
<b>Balance November 30, 2021</b>	<b>5,726,699</b>	<b>5,727</b>	<b>45,497,658</b>	<b>(33,822,361)</b>	<b>(212,410)</b>	<b>11,468,614</b>
<b>Balance August 31, 2022</b>	<b>5,950,998</b>	<b>5,951</b>	<b>47,041,481</b>	<b>(39,098,528)</b>	<b>(316,414)</b>	<b>7,632,490</b>
Stock based compensation	-	-	68,776	-	-	68,776
Net loss	-	-	-	(1,755,944)	-	(1,755,944)
Non-controlling interest	-	-	-	-	(13,362)	(13,362)
<b>Balance November 30, 2022</b>	<b>5,950,998</b>	<b>5,951</b>	<b>47,110,257</b>	<b>(40,854,472)</b>	<b>(329,776)</b>	<b>5,931,960</b>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**LEXARIA BIOSCIENCE CORP.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
November 30, 2022  
(Expressed in U.S. Dollars)

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**1. Nature of Business**

Lexaria Bioscience Corp. (“Lexaria”, “we”, “our” or the “Company”) is a biotechnology company pursuing the enhancement of the bioavailability of a diverse and broad range of active pharmaceutical ingredients (“API”) using our proprietary DehydraTECH drug delivery technology.

Revenues are generated from licensing contracts for the Company’s patented DehydraTECH technology based on the terms of use and defined geographic and licensing arrangements. We derive income from our third party contracted manufacturing of B2B DehydraTECH enhanced products made to customer specifications that are sold online and in-store in the US and Canada. We also perform contract services in R&D for customer specific formulations that are used in comparison testing to customers’ existing products.

***Going Concern Consideration***

The Company’s consolidated financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and in accordance with accounting principles generally accepted in the United States (“US GAAP”) applicable to a going concern which assumes the Company will have sufficient funds to pay it operational, research and development and capital expenditures for a period of at least 12 months from the date this Report.

Since inception, the Company has incurred significant operating and net losses. The losses attributable to shareholders were \$7.4m, \$4.2m and \$4.1m for the years ended August 31, 2022, 2021 and 2020, respectively. As of November 30, 2022, we had an accumulated deficit of \$40.9m. We expect to continue to incur significant operational expenses and net losses in the upcoming 12 months. Our net losses may fluctuate significantly from quarter to quarter and year to year, depending on the stage and complexity of our R&D studies and corporate expenditures, additional revenues received from the licensing of our technology, if any, and the receipt of payments under any current or future collaborations we may enter into. The recurring losses from operations and negative cash flows from operations raise substantial doubt about the Company’s ability to continue as a going concern.

As of November 30, 2022, the Company had cash of approximately \$4.5m and carries no significant debt other than amounts payable in the short term.

Also, on August 12, 2022, we entered into a sales agreement with Maxim Group LLC, (“Maxim”), pursuant to which we may offer and sell shares of our common stock with an aggregate offering price of up to \$5,925,000 under the At-The-Market (“ATM”) Offering. The sales agreement provides that Maxim will be entitled to a sales commission equal to 3.0% of the gross sales price per share of all shares sold under the ATM Offering. As of January 17, 2023 we have not sold any shares under the ATM Offering.

Based on our existing working capital and access to an ATM offering, as disclosed above management believes the Company has sufficient working capital to satisfy the Company’s estimated liquidity needs for the next 12 months. Because of the above factors, the Company believes that this alleviates the substantial doubt in connection with the Company’s ability to continue as a going concern. However, there is no assurance that management’s plans will be successful due to the current economic climate in the United States and globally.



### **Impacts of COVID-19 Pandemic**

The emergence of the COVID-19 pandemic in 2020 continues to present uncertainty and unforecastable new risks to the Company and its business plans. As of November 30, 2022, there has been no material impact on the Company's financial position as a direct result of the pandemic. However, the Company has experienced some supply chain disruptions and shortages in the timely procurement of ingredients and supplies used in both our R&D activities and B2B production. Management views this situation as transitory but cannot predict the length of time it may take for these disruptions to dissipate or if there will be a significant economic effect on the Company's operations. In the interim, it may cause delays in carrying out our research studies and in our production schedules.

There may be further actions we must take that alter our operations, including those that may be required by federal, state, provincial, or local authorities, or that we determine are in the best interests of our employees and other third parties with which we do business. We do not know when it will become practical to relax or eliminate some or all these measures entirely. The economic effect of a prolonged pandemic is difficult to predict and could result in material financial impact in the Company's future reporting periods.

### **2. Significant Accounting Policies**

The significant accounting policies of the Company are consistent with those of our audited financial statements on Form 10-K for the year ended August 31, 2022.

### **3. Basis of Consolidation**

These interim consolidated financial statements include the financial statements of the Company and its wholly owned subsidiaries; Lexaria CanPharm ULC, Lexaria CanPharm Holdings Corp., PoViva Corp., Lexaria Hemp Corp., Kelowna Management Services Corp., and Lexaria Pharmaceutical Corp., and our 83.333% owned subsidiary Lexaria Nicotine LLC with the remaining 16.667% owned by Altria Ventures Inc., an indirect wholly owned subsidiary of Altria Group, Inc. All significant intercompany balances and transactions have been eliminated upon consolidation.

### **4. Basis of Presentation**

The Company's unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with United States generally accepted accounting principles (US GAAP) have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Interim results are not necessarily indicative of results for a full year or any subsequent period.

These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated annual financial statements and notes thereto included in our annual report filed on Form 10-K for the year ended August 31, 2022.





## 5. Recent Accounting Guidance

### *Pronouncements Issued but Not Yet Adopted*

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The FASB subsequently issued amendments to ASU 2016-13, which have the same effective date and transition date of January 1, 2023. These standards require that credit losses be reported using an expected losses model rather than the incurred losses model that is currently used, and establishes additional disclosures related to credit risks. For available-for-sale debt securities with unrealized losses, these standards now require allowances to be recorded instead of reducing the amortized cost of the investment. These standards limit the amount of credit losses to be recognized for available-for-sale debt securities to the amount by which carrying value exceeds fair value and requires the reversal of previously recognized credit losses if fair value increases. The Company does not currently expect the adoption of these standards to have a material impact on its consolidated financial statements.

## 6. Estimates and Judgments

The preparation of financial statements in conformity with U.S. GAAP requires us to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Some of the Company's accounting policies require us to make subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. These accounting policies involve critical accounting estimates because they are particularly dependent on estimates and assumptions made by management about matters that are highly uncertain at the time the accounting estimates are made. Although we have used our best estimates based on facts and circumstances available to us at the time, different estimates reasonably could have been used. Changes in the accounting estimates used by the Company are reasonably likely to occur from time to time, which may have a material effect on the presentation of financial condition and results of operations.

The Company reviews these estimates, judgments, and assumptions periodically and reflect the effects of revisions in the period in which they are deemed to be necessary. Although we believe that these estimates are reasonable actual results could differ.

In preparing these unaudited interim consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the audited consolidated financial statements for the year ended August 31, 2022.

**7. Marketable Securities**

The components of Marketable Securities were as follows:

	<b>Cost Basis</b>	<b>Unrealized</b>	<b>Unrealized</b>	<b>Fair Value</b>
	<b>\$</b>	<b>Gains \$</b>	<b>Losses \$</b>	<b>\$</b>
<b>August 31, 2021</b>	<u>1,037,025</u>	<u>16,243</u>	<u>(219,427)</u>	<u>833,841</u>
Common stock	278,107	118,196	(882,809)	(486,506)
<b>August 31, 2022</b>	<u>1,315,132</u>	<u>134,439</u>	<u>(1,102,236)</u>	<u>347,335</u>
Common stock	-	-	(77,628)	(77,628)
<b>November 30, 2022</b>	<u>1,315,132</u>	<u>134,439</u>	<u>(1,179,864)</u>	<u>269,707</u>

Marketable securities represented the common shares of Hill Street Beverage Company Inc. held by Lexaria. Unrealized losses from common stock are due to market price movements. In management's opinion based on the evaluation of available information at the quarter ended November 30, 2022, unrealized losses represent temporary impairments.

**8. Accounts Receivables**

Accounts receivable at November 30, 2022 and August 31, 2022 consist of the following:

	<b>November 30,</b>	<b>August 31,</b>
	<b>2022</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Trade and deposits	137,041	80,374
Territory license fees	100,683	37,248
Sales tax	48,598	84,162
	<u>286,322</u>	<u>201,784</u>

**9. Inventory**

Inventory at November 30, 2022 and August 31, 2022 consist of the following:

	<b>November 30,</b>	<b>August 31,</b>
	<b>2022</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Raw materials	9,936	38,418

During the three month period ended November 30, 2022, inventory valued at \$25,243 was expensed to research and development.

**10. Prepaid Expenses and Deposits**

Prepaid expenses consist of the following at November 30, 2022, and August 31, 2022:

	<b>November 30, 2022</b>	<b>August 31, 2022</b>
	<u>\$</u>	<u>\$</u>
Advertising & conferences	74,656	359,863
Legal fees	25,000	25,000
License, filing fees, dues	3,750	15,000
Office & insurance	60,901	80,863
Capital financing	96,035	96,035
	<b>260,342</b>	<b>576,761</b>

**11. Intellectual Property, net**

The following is a list of US capitalized patents held by the Company:

Issued Patent #	Patent Certificate Grant Date	Patent Family
US 9,474,725 B1	10/25/2016	Food and Beverage Compositions Infused With Lipophilic Active Agents and Methods of Use Thereof
US 9,839,612 B2	12/12/2017	
US 9,972,680 B2	05/15/2018	
US 9,974,739 B2	05/22/2018	
US 10,084,044 B2	09/25/2018	
US 10,103,225 B2	10/16/2018	
US 10,381,440	08/13/2019	
US 10,374,036	08/06/2019	
US 10,756,180	08/25/2020	
US 11,311,559	04/26/2022	Compositions and Methods for Enhanced Delivery of Antiviral Agents

A continuity schedule for capitalized patents is presented below:

	<b>November 30, 2022</b>	<b>August 31, 2022</b>
	<u>\$</u>	<u>\$</u>
Balance – beginning	488,462	364,623
Addition	14,342	131,448
Amortization	(2,255)	(7,609)
<b>Balance – ending</b>	<b>500,549</b>	<b>488,462</b>

Patents are amortized over their 20 year legal life.

**12. Property & Equipment, net**

<b>Three Months Ended November 30, 2022</b>	<b>Cost</b>	<b>Period Amortization</b>	<b>Additions</b>	<b>Accumulated Amortization</b>	<b>Net Balance November 30, 2022</b>
	\$	\$	\$	\$	\$
Leasehold improvements	259,981	(13,509)	-	(208,195)	51,786
Computers	70,781	(1,183)	-	(62,607)	8,174
Furniture fixtures & equipment	31,126	(1,604)	-	(24,442)	6,684
Lab equipment	333,675	(8,616)	20,500	(109,598)	244,577
	<b>695,563</b>	<b>(24,912)</b>	<b>20,500</b>	<b>(404,842)</b>	<b>311,221</b>

  

<b>Year Ended August 31, 2022</b>	<b>Cost</b>	<b>Period Amortization</b>	<b>Disposal</b>	<b>Accumulated Amortization</b>	<b>Net Balance August 31, 2022</b>
	\$	\$	\$	\$	\$
Leasehold improvements	259,981	(54,037)	-	(194,685)	65,296
Computers	63,964	(9,874)	6,817	(61,424)	9,357
Furniture fixtures & equipment	31,126	(6,417)	-	(22,837)	8,288
Lab equipment	291,235	(31,572)	42,375	(101,047)	232,564
	<b>646,306</b>	<b>(101,900)</b>	<b>49,192</b>	<b>(379,993)</b>	<b>315,505</b>

During the three-month period ended November 30, 2022, \$2,438 of depreciation was included in cost of goods sold.

**13. Accounts Payable and Accrued Liabilities**

Accounts payable and accrued liabilities at November 30, 2022 and August 31, 2022 consist of the following:

	<b>November 30, 2022</b>	<b>August 31, 2022</b>
	\$	\$
<b>Accounts Payable</b>		
Trades payable	173,678	57,150
Sales tax payable	11,011	31,303
<b>Accrued Liabilities</b>		
Trades payable	57,202	62,996
<b>Balance</b>	<b>241,891</b>	<b>151,449</b>

**14. Revenues**

A breakdown of our revenues by type for the three months ended November 30, 2022 and 2021 are as follows:

Three Months Ended	November 30, 2022	November 30, 2021
	\$	\$
B2B sales	29,100	7,000
Licensing	63,435	-
Other	8,941	6,880
<b>Total</b>	<b>101,476</b>	<b>13,880</b>

During the period ended November 30, 2022, the Company recognized B2B product revenues of \$29,100 (2021 - \$7,000) that relate to sales of our intermediate products for use by B2B customers in their products. Licensing revenue consist of IP licensing fees for transfer of the DehydraTECH technology in line with definitive agreements and also includes royalty fees. The Company recognized \$63,435 (2021 - \$Nil) in licensing revenue in the same period.

**15. Common Shares and Warrants**

The fair value of share purchase warrants granted was estimated as of the date of the grant by using the Black-Scholes option pricing model. During the quarter ended November 30, 2022, the Company issued no warrants.

A continuity schedule for warrants is presented below:

	Number of Warrants	Weighted Average Exercise Price \$
<b>Balance August 31, 2022</b>	<b>2,421,983</b>	<b>8.04</b>
<b>Cancelled/expired</b>	<b>(7,500)</b>	<b>24.00</b>
<b>Balance November 30, 2022</b>	<b>2,414,483</b>	<b>7.99</b>

A summary of warrants outstanding as of November 30, 2022, is presented below:

# of Warrants	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price \$
60,798	1.96-2.00 years	36.00
317,190	2.43 years	10.50
116,667	1.38-2.29 years	9.00
200,000	1.38 years	7.00
1,719,828	3.13 years	6.58
<b>2,414,483</b>	<b>2.78 years</b>	<b>7.99</b>

**16. Stock Options**

The Company has established the Equity Incentive Plan whereby the board of directors may, from time to time, grant up to 510,433 stock options to directors, officers, employees, and consultants. Stock options granted must be exercised within five years from the date of grant or such lesser period as determined by the Company's board of directors. The exercise price of an option is equal to or greater than the closing market price of the Company's common shares on the day preceding the date of grant. The vesting terms of each grant are set by the board of directors.

The Company granted the following options during the quarter ended November 30, 2022:

Quantity	Exercise Price \$	Life (Years)
3,400	3.04	5
41,200	1.96	5
<b>44,600</b>	<b>2.04</b>	<b>5</b>

A continuity schedule for stock options is presented below:

	Options	Weighted Average Exercise Price \$	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value \$
<b>Balance August 31, 2021</b>	<b>206,170</b>	<b>8.90</b>		
Cancelled/expired	(3,334)	9.60		
Granted	222,000	4.21		
<b>Balance August 31, 2022</b>	<b>424,836</b>	<b>6.45</b>	3.69	5,175
Granted	44,600	2.04		
<b>Balance November 30, 2022 (granted)</b>	<b>469,436</b>	<b>5.35</b>	<b>3.91</b>	<b>46,375</b>
<b>Balance November 30, 2022 (exercisable)</b>	<b>441,963</b>	<b>5.41</b>	<b>3.90</b>	<b>41,200</b>

The fair value of share purchase options granted were estimated as of the date of the grant by using the Black-Scholes option pricing model with the following assumptions:

	November 30, 2022
Expected volatility	99%-105%
Risk-free interest rate	3.30-4.12%
Expected life	5 years
Dividend yield	0%
Estimated fair value per option	\$1.60 - \$2.58

**17. Commitments, Significant Contracts and Contingencies****Right of Use Assets - Operating Lease**

The Corporate office and R&D lab space located in Kelowna, British Columbia, Canada is leased until November 15, 2023, with a five-year renewal option. In addition to minimum lease payments, the lease requires us to pay property taxes and operating costs which are subject to annual adjustments.

	November 30, 2022	August 31, 2022
	\$	\$
Right of use assets - operating leases	52,444	91,041
Amortization	(10,104)	(38,597)
Total lease assets	42,340	52,444
Liabilities:		
Lease payments	49,989	89,393
Interest accretion	(11,204)	(44,600)
Total lease liabilities	844	5,195
Operating lease cost	39,629	49,988
Operating cash flows for lease	52,444	52,444
Remaining lease term	11,204	44,599
Discount rate	0.9 Years	1.17 Years
	7.25%	7.25%

Pursuant to the terms of the Company's lease agreements in effect, the following table summarizes the Company's maturities of operating lease liabilities as of November 30, 2022:

Fiscal 2023	33,611
Fiscal 2024	7,470
Thereafter	-
Total lease payments	41,081
Less: imputed interest	(1,452)
Present value of operating lease liabilities	39,629
Less: current obligations under leases	(39,629)
Total	-

**18. Segment Information**

The Company's operations involve the development and usage, including licensing, of its proprietary DehydraTECH Technology. Lexaria is centrally managed and its chief operating decision makers, being the president and the CEO, use the consolidated and other financial information supplemented by revenue information by category of alternative health consumer products and technology licensing to make operational decisions and to assess the performance of the Company. The Company has identified two reportable segments: Intellectual Property and Products. Licensing revenues are significantly concentrated on one licensee.

Three Months Ended November 30, 2022	IP Licensing \$	B2B \$	Corporate \$	Consolidated Total \$
Revenue	63,435	29,100	8,941	101,476
Cost of goods sold	-	(15,795)	-	(15,795)
Operating expenses	(707,034)	(10,992)	(1,136,961)	(1,854,987)
Segment income (loss)	(643,599)	2,313	(1,128,020)	(1,769,306)
Total assets	118,096	75,723	6,019,661	6,213,480

Three Months Ended November 30, 2021	IP Licensing \$	Products \$	Corporate \$	Consolidated Total \$
External revenue	-	7,000	6,880	13,880
Cost of goods sold	-	(5,570)	-	(5,570)
Operating expenses	(837,750)	(77,002)	(1,097,040)	(2,011,792)
Segment loss	(837,750)	(75,572)	(1,090,160)	(2,003,482)
Total assets	724,665	116,060	10,905,217	11,745,942

Capital Asset by Region Three Months Ended November 30, 2022	Cost US \$	Addition US \$	Net Balance US \$	Cost Canada \$	Net Balance Canada \$	Total Net Balance \$
Leasehold Improvements	-	-	-	259,981	51,786	51,786
Computers	-	-	-	70,781	8,174	8,174
Furniture & Fixtures	-	-	-	31,126	6,684	6,684
Lab Equipment	140,487	20,500	116,553	193,185	128,024	244,577
	<b>140,487</b>	<b>20,500</b>	<b>116,553</b>	<b>555,073</b>	<b>194,668</b>	<b>311,221</b>

Capital Asset by Region Year Ended August 31, 2022	Cost US \$	Addition US \$	Net Balance US \$	Cost Canada \$	Addition Canada \$	Net Balance Canada \$	Total Net Balance \$
Leasehold Improvements	-	-	-	259,981	-	65,296	65,296
Computers	-	-	-	63,964	6,817	9,357	9,357
Furniture & Fixtures	-	-	-	31,126	-	8,288	8,288
Lab Equipment	98,050	42,375	100,031	193,185	-	132,533	232,564
	<b>98,050</b>	<b>42,375</b>	<b>100,031</b>	<b>548,256</b>	<b>6,817</b>	<b>215,474</b>	<b>315,505</b>



## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

### Cautionary Note Regarding Forward-Looking Statements

*This quarterly report contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Any statements contained herein that are not statements of historical fact may be forward-looking statements. These statements relate to future events or our future financial performance. Any forward-looking statements are based on our present beliefs and assumptions as well as the information currently available to us. In some cases, forward-looking statements are identified by terminology such as “may”, “will”, “should”, “could”, “targets”, “goal”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled “Risk Factors” set forth in Item 1(A) in our annual report on Form 10-K, as filed with the Securities and Exchange Commission on November 25, 2022, that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.*

*Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We caution you not to place undue reliance on any forward-looking statements as they speak only as of the date on which such statements were made, and we undertake no obligation to update any forward-looking statement or to reflect the occurrence of an unanticipated event. New factors may emerge and it is not possible to predict all factors that may affect our business and prospects. Further, management cannot assess the impact of each factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.*

Our unaudited interim consolidated financial statements are stated in United States Dollars (“US\$”) and are prepared in accordance with United States Generally Accepted Accounting Principles (“US GAAP”). The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in US\$. All references to “C\$” refer to Canadian dollars and all references to “common shares” and “shares” refer to the common shares in our capital stock, unless otherwise indicated. The terms “Lexaria” “we”, “us”, “our” and “Company” mean the Company and/or our subsidiaries, unless otherwise indicated.

The following discussion should be read in conjunction with our condensed financial statements and accompanying notes in this quarterly report on Form 10-Q, and our audited financial statements with notes in our annual report on Form 10-K for the year ended August 31, 2022.

### Overview

Lexaria’s patented DehydraTECH technology improves the delivery of bioactive compounds while promoting healthy ingestion methods, lowers overall dosing, and is highly effective in active molecule delivery available in a range of formats from oral ingestible to oral buccal/sublingual to topical products. DehydraTECH substantially improves the rapidity and quantity of Active Pharmaceutical Ingredients (“API”) transport to the blood plasma and brain using the body’s natural process for distributing fatty acids via the oral route. This technology extends across many categories beyond the primary pharmaceutical focus of the Company from foods and beverages to cosmetic products and nutraceuticals.

Lexaria is advancing several R&D activities in both preclinical and future clinical programs. Our primary focus during the current year is on our investigations of CBD for the reduction of hypertension. In fiscal 2022 we completed three human studies on hypertension with the results of our fourth and largest hypertension study to date continuing to be released throughout fiscal 2023. Preliminary results announced in October 2022

The FDA provided us with a positive written response from our pre-IND meeting regarding DehydraTECH-CBD for the treatment of hypertension. The FDA confirmed that it has agreed with Lexaria’s proposal to pursue a 505(b)(2) new drug application (“NDA”) regulatory pathway for our program. We continue working toward our IND filing which is anticipated to be in late fiscal 2023 or early 2024. During the year ended August 31, 2022, we also completed studies in NSAIDs, THC, PDE5s and nicotine.

The Company continues to engage in small R&D projects and B2B formulation for third parties who are evaluating our technology for use in their product.

**Patents**

Our current patent portfolio includes patent family applications or grants pertaining to our method of improving bioavailability and taste, and the use of DehydraTECH as a delivery platform for a wide variety of Active Pharmaceutical Ingredients (“APIs”) including, but not limited to, fat soluble vitamins; anti-viral drugs; phosphodiesterase inhibitors; human hormones; regulated cannabinoids, and nicotine and its analogs.

We continue to pursue patent protection in more than 40 countries around the world as vigorously as we are able, since the successful granting of more of those applications could lead to material increases in shareholder value. The Company currently has over 50 patent applications pending worldwide.

The Company has patents issued in the United States, Australia, Europe, India, Mexico, and Japan. On December 29, 2022, Lexaria was granted its first patent in Canada, marking our 28<sup>th</sup> patent to date as listed below:

Issued Patent #	Patent Family
US 9,474,725 B1	#1 Food and Beverage Compositions Infused With Lipophilic Active Agents and Methods of Use Thereof
US 9,839,612 B2	
US 9,972,680 B2	
US 9,974,739 B2	
US 10,084,044 B2	
US 10,103,225 B2	
US 10,381,440	
US 10,374,036	
US 10,756,180	
AU 2015274698	
AU 2017203054	
AU 2018202562	
AU 2018202583	
AU 2018202584	
AU 2018220067	
EP 3164141	
JP 6920197	
AU 2016367036	
JP 6963507	
MX 388 203 B	
AU 2016367037	#3 Stable Ready-to-Drink Beverage Compositions Comprising Lipophilic Active Agents
IN 365864	
JP 6917310	
MX 390001	
CDN 3093414	#6 Transdermal and/or Dermal Delivery of Lipophilic Active Agents
JP 7112510	#7 Lipophilic Active Agent Infused Compositions with Reduced Food Effect
AU 2019256805	#8 Compositions Infused with Nicotine Compounds and Methods of Use Thereof
US 11,311,559	#18 Compositions and Methods for Enhanced Delivery of Antiviral Agents



## Research & Development

Lexaria is advancing several R&D activities in both preclinical and clinical programs. Currently, our primary research program is the investigation of cannabidiol (CBD) for the reduction of hypertension. Other programs include nicotine for oral pouches and nicotine replacement therapy, hormones, diabetes, dementia and others. From time to time the Company will engage in contract R&D for third parties who are interested in evaluating DehydraTECH in their products.

The FDA has provided a written response from our pre-IND meeting regarding DehydraTECH-CBD for the treatment of hypertension and has agreed with Lexaria's proposal to pursue a 505(b)(2) new drug application ("NDA") regulatory pathway for our program. We continue working toward our IND filing which is anticipated to be in late fiscal 2023 or early 2024.

During the quarter ended November 30, 2022, Lexaria incurred \$829,489 (Nov 2021- \$458,709) in R&D expenditures. Specific R&D programs are in ongoing development and align to our financial ability to undertake each research phase for each API. Due to our expanding portfolio coverage, we continually examine accelerated timetable options for testing, research, and development of each API. Fiscal 2023 continues to highlight the direction of our research and development programs with confirmatory results from our ongoing programs. We continue to devote an increasing proportion of our resources and focus towards pharmaceutical applications.

The first results of our hypertension study HYPER-H21-4 were announced on October 27, 2022, with the primary safety and efficacy objectives being met. The study showed, among other things, a sustained drop in blood pressure in normally active hypertensive patients following multiple weeks of oral cannabidiol ("CBD") therapy, using Lexaria's patented DehydraTECH-CBD capsule formulation.

On December 21, further results were released from our multi-week human clinical hypertension study HYPER-H21-4, indicating superior cannabidiol ("CBD") blood absorption levels from our patented DehydraTECH-CBD™ relative to those of published, pharmaceutical-grade CBD industry comparators.

On November 1, 2022, the Company announced that independent review board ("IRB") approval has now been received for human clinical nicotine study NIC-H22-1. The study is a 36-person human pharmacokinetic ("pk") randomized, double blinded, cross-over study conducted in current cigarette smokers, wherein each person will visit the laboratory to be dosed three times over a period of weeks. During each visit only one oral nicotine pouch will be administered and evaluated: either DehydraTECH-nicotine; On!™ brand manufactured by Altria™; or Zyn™ brand manufactured by Swedish Match™. The study had earlier faced certain time extensions due to manufacturing and logistics, those issues have since been resolved. Initial dosing began on December 20, 2022.

On November 8 and 10, 2022 commencement of animal study programs DIAB-A22-1 and DEM-A22-1 were announced, designed to determine whether DehydraTECH-CBD may offer therapeutic utility against diabetes and dementia respectively.

On November 29, 2022 results from our animal study EPIL-A21-1 were released. Study EPIL-A21-1 was designed to determine whether DehydraTECH-CBD could provide similar seizure inhibiting efficacy, using an established, vehicle-controlled, acute animal seizure model induced by electrical stimulation, at lower doses than were required with Epidiolex®. The study successfully demonstrated performance enhancements compared to Epidiolex as one of the world's leading anti-seizure medications. Epidiolex is currently the world's only commercially approved, CBD-powered anti-seizure drug.

#### **Impact of COVID-19**

The COVID-19 pandemic continues to present uncertainty and unforecastable new risks to the Company and its' business plan. To date, we have not experienced a material impact on our financial statements, impairments of any of our assets or any major business disruptions, including with our vendors.

We have made modifications to our normal operations including requiring team members to work remotely on a staggered basis. To the extent possible, we are conducting business as usual, with necessary or advisable modifications to employee travel. At this time, these measures will continue in force for the near term.

We will continue to actively monitor the rapidly evolving situation related to COVID-19 and may take further actions that alter our operations, including those that may be required by federal, state, provincial, or local authorities, or that we determine are in the best interests of our employees and other third parties with whom we do business. We do not know when, or if, it will become practical to relax or eliminate some or all these measures entirely.

#### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

#### **Critical Accounting Estimates**

Our consolidated financial statements and accompanying notes are prepared in accordance with US GAAP. These accounting principles require management to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses during the periods reported. Based on information available to management at the time, these estimates, judgments and assumptions are considered reasonable. We believe that understanding the basis and nature of the estimates, judgments and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financials. For a discussion of our critical accounting estimates, please read *Note 4. Estimates and Judgements* as found in the financial statements in our Annual Report on Form 10-K for the year ended August 31, 2022. There have been no material changes to the critical accounting estimates as previously disclosed in our 2022 10-K.

**Capital Assets**

Capital assets, consisting of property and equipment are stated at cost less accumulated depreciation and depreciated using the straight-line method over their useful lives or otherwise by units of production.

**Patents**

Capitalized patent costs represent legal costs incurred to establish US patents. All other patent costs are expensed as incurred. When US patents reach a mature stage, any associated legal costs are typically maintenance fees and therefore expensed as incurred. Capitalized patent costs are amortized on a straight-line basis over the remaining life of the patent. In the period ended November 30, 2022, the Company recognized \$2,255 in amortization attributable to capitalized patents.

**Revenue Recognition**

***Licensing revenue from intellectual property***

Our revenues from licenses that grant the right to access our intellectual property, which we consider symbolic licenses of IP, are recognized over time following the transfer and use of our patented infusion technology DehydraTECH . Royalty revenues are recognized in the period in which our licensees sell the related products, which in certain cases may require us to estimate our royalty revenue.

***Usage fees from intellectual property***

We recognize usage fees from B2B clients in the period in which the counterparty completes the manufacturing of products which incorporate DehydraTECH enabled APIs. We generally recognize revenue when we have satisfied all contractual obligations and are reasonably assured of collecting the resulting receivable. We are often entitled to bill our customers and receive payment from our customers in advance of recognizing the revenue.

***Product revenue***

We generally recognize revenue when we have satisfied all contractual obligations and are reasonably assured of collecting the resulting receivable. We are often entitled to bill our customers and receive payment from our customers in advance of recognizing the revenue.

***Cost of sales***

Cost of sales includes all expenditures incurred in bringing the goods to the point of sale This includes third-party manufacturing and handling costs, direct costs of the raw material, inbound freight charges, warehousing costs, and applicable overhead expenses.

***Funding Requirements***

We anticipate that our expenditures will increase in connection with our ongoing R&D program, specifically with respect to our animal and human clinical trials of our DehydraTECH formulations for the purposes of treating hypertension, dementia and diabetes. As we move forward with our Investigational New Drug application with the FDA, we anticipate that our expenditures will further increase and accordingly, we expect to incur increased operating losses and negative cash flows for the foreseeable future.

Through November 30, 2022, we have funded our operations primarily with proceeds from the sale of our common stock. The Company has consistently incurred recurring losses and negative cash flows from operations, including net losses of \$1,769,306 and \$2,003,482 for the three months ended November 30, 2022 and 2021, respectively.

The continuation of Lexaria as a going concern depends on raising additional capital and/or attaining and maintaining profitable operations. The accompanying financial statements do not include any adjustment relating to the recovery and classification of recorded asset amounts or the amount and classification of liabilities that might be necessary should our Company discontinue operations. The recurring losses from operations and net negative cash flows from operation raise substantial doubt about the Company's ability to continue as a going concern. As of the issuance date of these consolidated interim financial statements, we expect our positive working capital of approximately \$5.07m as at November 30, 2022 will be sufficient to fund our operating expenses and capital expenditure requirements through the forthcoming 12 months from the issuance date of this report.

On August 12, 2022, we entered into a sales agreement with Maxim Group LLC, ("Maxim"), pursuant to which we may offer and sell shares of our common stock with an aggregate offering price of up to \$5,925,000 under the At-The-Market ("ATM") Offering. The sales agreement provides that Maxim will be entitled to a sales commission equal to 3.0% of the gross sales price per share of all shares sold under the ATM Offering. As of January 17, 2023 we have not sold any shares under the ATM Offering.

Based on our existing working capital and access to an ATM offering, as disclosed above, management's plans to improve cash flows, as disclosed above management believes the Company has sufficient working capital to satisfy the Company's estimated liquidity needs for the next 12 months. Because of the above factors, the Company believes that this alleviates the substantial doubt in connection with the Company's ability to continue as a going concern. However, there is no assurance that management's plans will be successful due to the current economic climate in the United States and globally.

#### **Results of Operations for our Period Ended November 30, 2022, and 2021**

Our net loss and comprehensive loss for the three months ended and the changes between those periods for the respective items are summarized as follows:

<b>Three Months Ended</b>	<b>November 30, 2022</b>	<b>November 30, 2021</b>	<b>Change</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Revenue</b>	101,476	13,880	87,596
<b>Research and development</b>	829,489	458,709	370,780
<b>Consulting fees &amp; salaries</b>	321,074	738,111	(417,037)
<b>Legal and professional</b>	94,482	141,607	(47,125)
<b>Other general and administrative</b>	609,942	673,365	(63,423)
<b>Net Loss</b>	<u>(1,769,306)</u>	<u>(2,003,482)</u>	<u>(234,176)</u>

#### **Revenue**

Fees from intellectual property licencing increased by \$63k and B2B sales increased by \$22k with other sales marginally higher by \$2k year-over year.

**Research and Development**

Expenditures on R&D increased by \$371k year-over year for the period ended November 30, 2022, as the company continued with applied research and development programs in our pharmaceutical division with our primary focus being on DehydraTECH-CBD to treat hypertension.

**General and Administrative**

Our other general and administrative expenses decreased overall by \$63k during the period ended November 30, 2022, over the same period last year. Advertising and promotion were up by \$210k in the quarter with slight increases in investor relations and office expense. Unrealized losses on marketable securities were less in the current year (\$78k vs \$340k). Non-cash stock-based compensation on options granted and vested (\$69k vs \$121k).

**Consulting Fees and Salaries**

Consulting fees and salaries decreased by \$417k primarily due to the prior years recognition of stock-based compensation costs in the quarter ended November 30, 2021 and recognition of contractors and salaries as R&D expenses.

**Legal and Professional Fees**

Our professional fees decreased by \$47k during the period compared to the same prior year period. Previous year expenditures were higher due to increased patent and trademark filings, higher accounting fees and the utilization of additional advisory services.

**Liquidity and Financial Condition**

<b>Working Capital</b>	<b>November 30, 2022</b>	<b>August 31, 2022</b>
	<b>\$</b>	<b>\$</b>
<b>Current assets</b>	5,359,370	6,977,516
<b>Current liabilities</b>	(281,520)	(194,036)
<b>Net Working Capital</b>	<b>5,077,850</b>	<b>6,783,480</b>
<b>Cash Flows</b>	<b>November 30,</b>	<b>2021</b>
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Cash flows used in operating activities	(1,234,109)	(1,166,324)
Cash flows used in investing activities	(34,842)	(58,215)
Cash flows used in financing activities	(11,204)	(10,987)
<b>Decrease in cash</b>	<b>(1,280,155)</b>	<b>(1,235,526)</b>

**Operating Activities**

Net cash used in operating activities increased by \$68k for the period compared with cash used in operating during the same period in 2021. This difference was largely due to decreased stock-based compensation (\$69k vs \$409k) unrealized losses on marketable securities (\$78k vs \$340k) and a reduction in prepaid expense balance in the quarter of \$316k vs \$82k in the prior year.

**Investing Activities**

Net cash from investing activities decreased by \$23k over 2022 due to decreased spending on acquisitions of equipment.

**Financing Activities**

The change in net cash provided from financing activities was immaterial.

**Liquidity and Capital Resources**

We have incurred net losses of approximately \$7.4m and \$4.2m respectively in the past two fiscal years. We expect to continue to incur significant operational expenses and net losses in the upcoming 12 months and beyond. Our net losses may fluctuate significantly from quarter to quarter and year to year, depending on the stage and complexity of our R&D studies and related expenditures, the receipt of additional payments on the licencing of our technology, if any, and the receipt of payments under any current or future collaborations we may enter into.

As the Company continues with our IND application process and progresses into the clinical development of our initial product candidate, the need for substantial capital resources increases. Our existing cash will not be sufficient to complete the full development, testing and commercialization of an FDA approved product candidate. To achieve this objective, we will require substantial funding.

On August 12, 2022, we entered into a sales agreement with Maxim Group LLC, (“Maxim”), pursuant to which we may offer and sell shares of our common stock with an aggregate offering price of up to \$5,925,000 under the At-The-Market Offering (“ATM”). The sales agreement provides that Maxim will be entitled to a sales commission equal to 3.0% of the gross sales price per share of all shares sold under the ATM. As of January 17, 2022 no shares have been sold under the ATM.

We may also offer securities in response to market conditions or other circumstances if we believe such a plan of financing is required to advance the Company’s business plans. There is no certainty that future equity or debt financing will be available or that it will be at acceptable terms and the outcome of these matters is unpredictable. A lack of adequate funding may force us to reduce spending, curtail or suspend planned programs or possibly liquidate assets. Any of these actions could adversely and materially affect our business, cash flow, financial condition, results of operations, and potential prospects. The sale of additional equity may result in additional dilution to our stockholders. Entering into additional licencing agreements, collaborations, partnerships, alliances marketing, distribution, or licensing arrangements with third parties to increase our capital resources is also possible. If we do so we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favourable to us.

The Company has evaluated whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern. As of November 30, 2022, the Company had cash on hand of approximately \$4.5m to settle \$281k in current liabilities. The Company believes this and our access to an ATM offering are sufficient to fund our expected R&D and operating expenditures for twelve months following the date of filing this report. We do not anticipate making any material capital expenditures in the fiscal 2023 as we believe our current facilities and equipment are sufficient for the forthcoming twelve months following the date of filing this report.



### **Item 3. Controls and Procedures**

#### ***Management's Report on Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer (Principal Executive Officer) and our Chief Financial Officer (Principal Financial and Accounting Officer) to allow for timely decisions regarding required disclosure.

As of November 30, 2022, the fiscal quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our CEO and CFO concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of November 30, 2022.

#### ***Inherent limitations on Effectiveness of Controls***

Internal control over financial reporting has inherent limitations which include but is not limited to the use of independent professionals for advice and guidance, interpretation of existing and/or changing rules and principles, regulations, segregation of management duties, scale of organization, and personnel factors. Internal control over financial reporting is a process which involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human error. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis, however these inherent limitations are known features of the financial reporting process and it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### ***Changes in Internal Control over Financial Reporting***

During the quarter ended November 30, 2022, our controls and controls processes remained consistent with August 31, 2022. There have been no changes in our internal controls over financial reporting that occurred during the quarter ended November 30, 2022, that have materially or are reasonably likely to materially affect our internal controls over financial reporting.

Our control processes are designed to include remote workers. The advent of the COVID-19 pandemic has not materially impacted our internal controls over financial reporting other than increasing requirements for social distancing and some additional remote working requirements for staff.

#### ***Change of Auditors***

Davidson & Company LLP advised Lexaria Bioscience Corp. that it would not stand for re-election as the Registrant's Certifying Accountant (Auditor) for the fiscal year ended August 31, 2023. Subsequent to the year ended August 31, 2022 the company appointed MaloneBailey LLP as our new Auditors.



## **PART II—OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We know of no material, existing or pending legal proceedings against our Company, nor are we involved as a plaintiff in any other material proceeding or pending litigation. There are no proceedings in which any of our directors, executive officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to our interest.

### **Item 1A. Risk Factors**

Much of the information included in this quarterly report includes or is based upon estimates, projections or other "forward looking statements". Such forward looking statements include any projections or estimates made by us and our management in connection with our business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein.

The risks associated with our business, common stock and other factors were with those described in the Form 10-K for the year ended August 31, 2022.

### **Item 2. Exhibits, Financial Statement Schedules**

#### a) Financial Statements

- 1) Financial statements for our Company are listed in the index under Item 1 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

<b>Exhibit Number</b>	<b>Description</b>
<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</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</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>

\* 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**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**LEXARIA BIOSCIENCE CORP.**

By: /s/ Christopher Bunka  
Christopher Bunka  
Chief Executive Officer, Chairman and Director  
(Principal Executive Officer)  
Date: January 18, 2023

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: January 18, 2023

By: /s/ John Docherty  
John Docherty  
President and Director  
Date: January 18, 2023

By: /s/ Greg Downey  
Greg Downey CPA, CMA  
Chief Financial Officer  
(Principal Financial and Accounting Officer)  
Date: January 18, 2023



**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 Quarterly Report on Form 10-Q of Lexaria Bioscience Corp.;
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 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 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: January 18, 2023

*/s/ Chris Bunka*

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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 Quarterly Report on Form 10-Q of Lexaria Bioscience Corp.;
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 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 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: January 18, 2023

*/s/ Gregory Downey*

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

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Chris Bunka, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of Lexaria Bioscience Corp. for the quarter ended November 30, 2022 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Lexaria Bioscience Corp.

**Dated: January 18, 2023**

*/s/ Chris Bunka*

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Chris Bunka  
CEO and Director  
(Principal Executive Officer)  
Lexaria Bioscience Corp.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Lexaria Bioscience Corp. and will be retained by Lexaria Bioscience Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Gregory Downey, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of Lexaria Bioscience Corp. for the quarter ended November 30, 2022 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Lexaria Bioscience Corp.

Dated: January 18, 2023

/s/ Gregory Downey  
Gregory Downey CPA, CMA  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)  
Lexaria Bioscience Corp.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Lexaria Bioscience Corp. and will be retained by Lexaria Bioscience Corp. and furnished to the Securities and Exchange Commission or its staff upon request.