

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

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

**INMED PHARMACEUTICALS INC.**

(Exact name of registrant as specified in its charter)

**British Columbia**

(State or other jurisdiction of  
incorporation or organization)

**98-1428279**

(I.R.S Employer  
Identification No.)

Suite 310 – 815 West Hastings Street  
Vancouver, British Columbia V6C 1B4  
Canada

Telephone: (604) 669-7207

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**InMed Pharmaceuticals Inc. Amended 2017 Stock Option Plan  
(Full title of the plan)**

Registered Agent Solutions, Inc.  
1100 H Street NW  
Suite 840

Washington, DC 20005

Telephone: (888) 705-7274

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Bruce Colwill  
Chief Financial Officer  
InMed Pharmaceuticals Inc.  
Suite 310 – 815 West Hastings Street  
Vancouver, British Columbia V6C 1B4  
Canada  
Telephone: (604) 669-7207**

**Brian P. Fenske  
Norton Rose Fulbright US LLP  
1301 McKinney, Suite 5100  
Houston, Texas 77010  
Telephone: (713) 651-5557**

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 definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth 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 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.

## CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Shares, without par value	800,000 shares <sup>(2)</sup>	\$ 1.59 <sup>(3)</sup>	\$ 1,272,000.00	\$ 117.91

- (1) This Registration Statement also includes such additional number of common shares (without par value) of InMed Pharmaceuticals Inc. (“Common Shares”), issuable under the InMed Pharmaceuticals Inc. Amended 2017 Stock Option Plan (the “2017 Stock Option Plan”), as may be required in the event of a stock split, stock dividend or similar transaction in accordance with Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”).
- (2) Represents 800,000 additional Common Shares reserved for future issuances under the 2017 Stock Option Plan.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act, based upon the average of the high and low prices of Common Shares on October 14, 2021, as reported on the Nasdaq Global Select Market, of \$1.59.
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## EXPLANATORY NOTE

On September 23, 2021, the board of directors of InMed Pharmaceuticals Inc. (the “Company”), approved the reservation of additional 800,000 shares of common stock, without par value (the “Common Shares”) for allotment under the InMed Pharmaceuticals Inc. Amended 2017 Stock Option Plan (the “2017 Stock Option Plan”).

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by the Company to register the additional Common Shares. These shares are in addition to the 1,044,143 Common Shares, that may be issued under the 2017 Stock Option Plan pursuant to the Company’s Registration Statement on [Form S-8](#) (File No. 333-253912) filed with the Securities and Exchange Commission (the “Commission”) on March 5, 2021, (the “Prior Registration Statement”). Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), the contents of the Prior Registration Statement is incorporated by reference into this Registration Statement, except to the extent supplemented, amended and superseded by the information set forth herein.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<a href="#"><u>Amended and Restated Articles (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-239319), filed on June 19, 2020).</u></a>
4.2	<a href="#"><u>InMed Pharmaceuticals Inc. Amended 2017 Stock Option Plan (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 (File No. 333-253912) filed on March 5, 2021).</u></a>
4.3	<a href="#"><u>Form of Specific Common Share Certificate (incorporated by reference to Exhibit 4.3 to the Company's Form S-1 filed on July 13, 2021).</u></a>
5.1*	<a href="#"><u>Opinion of Norton Rose Fulbright Canada LLP regarding legality of securities being registered.</u></a>
23.1*	<a href="#"><u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Norton Rose Fulbright Canada LLP (contained in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included as part of signature page to this Registration Statement).</u></a>
99.1	<a href="#"><u>Form of Stock Option Agreement pursuant to InMed Pharmaceuticals Inc. Amended 2017 Stock Option Plan (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 (File No. 333-253912) filed on March 5, 2021).</u></a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, InMed Pharmaceuticals Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia, Canada, on October 18, 2021.

### INMED PHARMACEUTICALS INC.

By: /s/ Eric A. Adams

Eric A. Adams

President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, the undersigned officers and directors of InMed Pharmaceuticals Inc., hereby severally constitute and appoint Eric A. Adams and Bruce Colwill, and each of them singly (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on October 18, 2021.

<u>Name</u>	<u>Title</u>
<u>/s/ Eric A. Adams</u> Eric A. Adams	President, Chief Executive Officer and Director (principal executive officer)
<u>/s/ Bruce Colwill</u> Bruce Colwill	Chief Financial Officer (principal financial officer and principal accounting officer)
<u>/s/ William J. Garner</u> William J. Garner	Director
<u>/s/ Catherine A. Sazdanoff</u> Catherine A. Sazdanoff	Director
<u>/s/ Adam Cutler</u> Adam Cutler	Director
<u>/s/ Andrew Hull</u> Andrew Hull	Director

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements to Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement solely in the capacity of the duly authorized representative of InMed Pharmaceuticals Inc. in the United States on October 18, 2021.

By: /s/ Catherine Sazdanoff  
Catherine Sazdanoff

October 18, 2021  
**InMed Pharmaceuticals Inc.**  
Suite 310 – 815 West Hastings Street  
Vancouver, BC  
V6C 1B4

Norton Rose Fulbright Canada LLP  
222 Bay Street, Suite 3000, P.O. Box 53  
Toronto, Ontario M5K 1E7 Canada

F: +1 416.216.3930  
[nortonrosefulbright.com](http://nortonrosefulbright.com)

**Re: Registration Statement of InMed Pharmaceuticals Inc. on Form S-8**

Dear Sirs/Mesdames:

We have acted as counsel to InMed Pharmaceuticals Inc. (the **Company**), a corporation incorporated under the laws of the Province of British Columbia, in connection with the registration under the United States Securities Act of 1933, as amended (the **Securities Act**), pursuant to a Registration Statement on Form S-8 (the **Registration Statement**), filed on or about the date hereof with the United States Securities and Exchange Commission (the **SEC**), of up to an aggregate of 800,000 common shares of the Company (the **Common Shares**) which are issuable by the Company to eligible participants pursuant to stock options granted under the Amended 2017 Stock Option Plan of the Company, as amended (the **Stock Option Plan**).

As counsel, we have made such investigations and examined the originals, or duplicate, certified, conformed, telecopied or photostatic copies of such corporate records, agreements, documents and other instruments and have made such other investigations as we have considered necessary or relevant for the purposes of this opinion, including:

- a) the Registration Statement and the Stock Option Plan;
- b) the articles and notice of articles of the Company;
- c) certain resolutions of the Company's board of directors; and
- d) a Certificate of Good Standing dated October 15, 2021 issued by the Registrar of Companies in British Columbia.

With respect to the accuracy of factual matters material to this opinion, we have relied upon certificates or comparable documents and representations of public officials and of officers of the Company and have not performed any independent check or verification of such factual matters.

In giving this opinion, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as duplicates, certified, conformed, telecopied or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Certificate of Good Standing referred to above will continue to be accurate as at the date of issuance of any Common Shares issued under the Registration Statement.

The opinion set forth below is limited to the laws of the Province of Ontario and the federal laws of Canada applicable therein, in each case in effect on the date hereof. 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.

Where our opinion below refers to the Common Shares as being "fully-paid and non-assessable", such opinion assumes that all required consideration (in whatever form) has been or will be paid or provided. No opinion is expressed as to the adequacy of any consideration received.

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Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that upon issuance and delivery of and payment for such Common Shares in accordance with the terms and conditions of the Registration Statement and the Stock Option Plan, such Common Shares, being issued by the Company, will be validly issued, fully paid and non-assessable shares in the share capital of the Company.

This opinion has been prepared for your use in connection with the Registration Statement and is expressed as of the date hereof. 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, the Registration Statement or the Common Shares.

We hereby consent to the filing of this opinion with the SEC as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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 of the SEC promulgated thereunder. This opinion may not be quoted from or referred to in any documents other than the Registration Statement as provided for herein without our prior written consent.

Yours truly,

/s/ Norton Rose Fulbright Canada LLP

Norton Rose Fulbright Canada LLP

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KPMG LLP  
PO Box 10426 777 Dunsmuir Street  
Vancouver BC V7Y 1K3  
Canada  
Telephone (604) 691-3000  
Fax (604) 691-3031

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
InMed Pharmaceuticals Inc.:

We consent to the use of our report dated September 24, 2021, with respect to the consolidated financial statements of InMed Pharmaceuticals Inc. incorporated herein by reference.

/s/ KPMG LLP

Chartered Professional Accountants

Vancouver, Canada  
October 18, 2021

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