The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UN	IITED STATES SECURITIES	S AND EXCHANGE on, D.C. 20549	E COMMISSION	OMB APPROV	VAL
	OMB Number:	3235-0076			
FORM D			Estimated average burden	1.00	
	hours per response:	4.00			
	Notice of Exempt				
1 loguaria Identity					
1. Issuer's Identity					
CIK (Filer ID Number)	Previous Names	None	Entity Type		
0001642178	Breathtec BioMee	lical, Inc.	X Corporation		
Name of Issuer	Breathtec Biomed	lical, Inc.	Limited Partnership	)	
Algernon Pharmaceuticals Inc.			Limited Liability Co	mpany	
Jurisdiction of Incorporation/Organi	zation		General Partnershi		
BRITISH COLUMBIA, CANADA Year of Incorporation/Organization				þ	
			Business Trust		
Over Five Years Ago			Other (Specify)		
X Within Last Five Years (Specify	Year) 2015				
Yet to Be Formed					
2. Principal Place of Business and	d Contact Information				
Name of Issuer					
Algernon Pharmaceuticals Inc.					
Street Address 1	D D D D	Street Address 2			
SUITE 915 - 700 WEST PENDER ST. City	State/Province/Country	ZIP/PostalCode	Phone Number of Is		
VANCOUVER	BRITISH COLUMBIA, CANADA	V6C 1G8	604-646-1553	suer	
		vie 165	00+0+0-1555		
3. Related Persons					
Last Name	First Name		Middle Name		
Moreau	Christopher				
Street Address 1	Street Address 2				
Suite 915 - 700 West Pender Street					
City	State/Province/Countr	•	ZIP/PostalCode		
Vancouver	BRITISH COLUMBIA,	, CANADA	V6C 1G8		
Relationship: X Executive Officer	Director				
Clarification of Response (if Necess	sary):				
Last Name	First Name		Middle Name		
Sadhra	Michael				
Street Address 1	Street Address 2				
Suite 915 - 700 West Pender Street					
City	State/Province/Countr	•	ZIP/PostalCode		
Vancouver	BRITISH COLUMBIA,	, CANADA	V6C 1G8		
Relationship: X Executive Officer	Director				
Clarification of Response (if Necess	sary):				
Last Name	First Name		Middle Name		
Attariwala	Raj		-		
Street Address 1	Street Address 2				
Suite 915 - 700 West Pender Street					
City	State/Province/Countr	ŷ	ZIP/PostalCode		
Vancouver	BRITISH COLUMBIA,	CANADA	V6C 1G8		

Last Name	First Name	Middle Name
Levine	David	
Street Address 1	Street Address 2	
Suite 915 - 700 West Pender Street		
City	State/Province/Country	ZIP/PostalCode
Vancouver	BRITISH COLUMBIA, CANADA	V6C 1G8
Relationship: Executive Officer X Director	Promoter	
Clarification of Response (if Necessary):		

# 4. Industry Group

Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund	Health Care X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care	Retailing         Restaurants         Technology         Computers         Telecommunications         Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Energy Coal Mining	Manufacturing Real Estate Commercial Construction REITS & Finance Residential Other Real Estate	Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel Other
Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy		

## 5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Parke Social (1) (not (1), (10) or (11))       Section 3(c)(2)       Section 3(c)(10)         Parke SOC 40; (1); (10)       Section 3(c)(2)       Section 3(c)(10)         Parke SOC 40; (1); (10)       Section 3(c)(2)       Section 3(c)(10)         Parke SOC 40; (11); (10)       Section 3(c)(2)       Section 3(c)(11)         Parke SOC 40; (11); (10)       Section 3(c)(10)       Section 3(c)(11)         Parke SOC 40; (11); (10)       Section 3(c)(12)       Section 3(c)(12)         Parke SOC 40; (11); (10)       Section 3(c)(12)       Section 3(c)(12)         Parke SOC 40; (14)       Section 3(c)(12)       Section 3(c)(14)         Securities Act Soction 4(a)(5)       Section 3(c)(12)       Section 3(c)(14)         Securities Act Soction 4(a)(5)       Section 3(c)(12)       Section 3(c)(14)         Securities Offering       Docs 113       First Sale Yet to Occur         Amondment       Equality       Securities Offering Securities       Tenat-init-Common Securities         Option: Variant or Other Right to Acquire Another Security       Pooled Investment Fund Intervisis       Table Yeek [Work and is convertible bin a unit comprised of a share and net soumate for a social act (SSS) Spri share for a social ac			Investment Com	ipany Act Sec	tion 3(c)		
Inder 504 (b)(10)       Section 3(c)(2)       Section 3(c)(10)         Rule 504 (b)(10)       Section 3(c)(3)       Section 3(c)(11)         Rule 504 (b)(10)       Section 3(c)(12)       Section 3(c)(13)         Section 3(c)(13)       Section 3(c)(14)       Section 3(c)(14)         Beactives Act Section 4(a)(5)       Section 3(c)(7)       Section 3(c)(14)         Section 3(c)(7)       Section 3(c)(7)       Section 3(c)(7)         7. Type of Filing       Section 3(c)(7)       Section 3(c)(7)         8. Duration of Offering       Desction 3(c)(7)       Section 3(c)(7)         8. Duration of Offering       Desction 3(c)(7)       Section 3(c)(7)         8. Duration of Offering       Desction 3(c)(7)       Section 3(c)(7)         9. Type(1) of Securities Offered (select all that apply)       Pooled Investment Fund Interests         9. Dect       Other (describe)       Minaral Property Securities         9. Option, Warrant or Other Right to Acquire Another Security       Other (describe)       Disc offering being made in connection with a business combination transaction, such as a merger, acquisition       Securities of a secure reserve	Rule 504(b)(1) (not (i), (ii)	or (iii))	Section 3(c)(1)		Section 3(c)(9)		
Pute Sol (b) (1) (ii)       Bection 3(c)(1)         Pute Sol (b)       Bection 3(c)(1)         Pute Sol(c)       Bection 3(c)(1)         Bection 3(c)(1)       Bection 3(c)(1)         Pute Sol(c)       Bection 3(c)(1)         Bectin 3(c)(7)       Bection 3(c)(1)         Zerge of Filing       Bection 3(c)(7)         Properties Act Section 4(a)(5)       Bectin 3(c)(7)         Z Type of Filing       Bectin 3(c)(7)         Properties Act Section 4(a)(5)       Bectin 3(c)(7)         Z Type of Filing       Bectin 3(c)(7)         Source Contract Section 4(a)(5)       Bectin 3(c)(7)         Z Type of Filing       Bectin 3(c)(7)         Source Contract Section 4(a)(5)       Bectin 3(c)(7)         Z Type of Securities Offering       Dest Me Issuer Intend His offering to last more than one year?         Source Contract Section 4(a)(5)       Bectin 3(c)(7)         Equity       Pooled Investment Fund Interests         Dest       Bectin 4(a)(a)         Source Contract (select all that apply)       Bectin 4(a)(a)         Bectin 2(Bectin 4(a)(b))       Bectin 4(a)(b)         Source Contract (select all that apply)       Bectin 4(a)(b)         Dest       Bectin 4(a)(b)       Bectin 4(a)(b)         Source Advice Secontre 5(a) Option (C			Section 3(c)(2)	Ī	Section 3(c)(10)	)	
Public 504 (b)(1)(iii)       Bection 3(c)(4)       Bection 3(c)(12)         Public 504(c)       Bection 3(c)(5)       Bection 3(c)(13)         Bocurities Act Section 4(i)(5)       Bection 3(c)(14)       Bection 3(c)(14)         Bection 3(c)(7)       Bection 3(c)(14)       Bection 3(c)(14)         Bocurities Act Section 4(i)(5)       Bection 3(c)(7)       Bection 3(c)(14)         Bocurities Act Section 4(i)(5)       Bection 3(c)(7)       Bection 3(c)(14)         Bocurities Act Section 4(i)(5)       Bection 3(c)(7)       Bection 3(c)(14)         Bocon 10 Offering       Does the Issuer intend this offering to tast more than one year?       Image: Section 3(c)(14)         Bocon 10 Offering       Does the Issuer intend this offering to tast more than one year?       Image: Section 3(c)(14)         Bocon 10 Offering       Equily       Pooled Investment Fund Interests         Option, Warrant or Other Right to Acquire Another Security       Tonant-in-Continon Securities         Bocon 10 Decide Upon Exercise of Option, Warrant or Other Right to a scheder at C30.55 per share fur 2 a mothy, scheder at an it comprised of a share and one warrant for exercise at C30.55 per share fur 2 a mothy, scheder in a scheder at C30.55 per share fur 2 a mothy, scheder in a scheder at C30.55 per share fur 2 a mothy, scheder in a scheder at C30.55 per share fur 2 a mothy, scheder in a scheder at C30.55 per share fur 2 a mothy, scheder in a scheder at C30.55 per share fur 2 a mothy, scheder in a schedring become consection with a businese comb	Rule 504 (b)(1)(ii)		Section 3(c)(3)	ļ	Section 3(c)(11)	)	
Duble 000(b)       □       <	Rule 504 (b)(1)(iii)		_	ļ			
Becuties Act Section 4(a)(5)       Becution 3(c)(16)       Becution 3(c)(14)         Becuties Act Section 4(a)(5)       Becution 3(c)(7)         7. Type of Filing       Becuting 3(c)(14)         Amendment       Becuties Offering B         Does the Issuer intend this offering to last more than one year?       Ves   No         9. Type(a) of Securities Offered (select all that apply)       Becuties Offering B         Does the Issuer intend this offering to last more than one year?       Ves   No         9. Type(a) of Securities Offered (select all that apply)       Becutity Does Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Another Security       Becute Securities Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Another Security         9. Option, Warrant or Other Right to Acquire Another Security       Becute Securities Acquired Warrant is convertible into a suit comprised of a share and one warrant for an addition of Transaction         15. Bits offering being made in connection with a business combination transaction, such as a merger, acquisition   ves No         16. Business Combination Transaction         15. Bits offering being made in connection with a business combination transaction, such as a merger, acquisition   ves No         17. Minimum Investment         Minimum Investment         Minimum Investment         Minimum Investment accepted from any outside investor \$0 USD         12. Sates Compensation	H	l		l	]		
Image: Interview (A)       Image: Interview (A)         Image: Interv		)(5)		]			
T. Type of Filing         New Notice Date of First Sale 2020-05-13 First Sale Yet to Occur         Amendment         B. Duration of Offering         Does the Issuer Intend this offering to last more than one year? Yet   No         9. Type(s) of Securities Offered (select all that apply)         Death         Death         B. Duration of Offering         Does the Issuer Intend this offering to last more than one year? Yet   No         9. Type(s) of Securities Offered (select all that apply)         Death         Death         B. Object         Option, Warrant or Other Right to Acquire Another Security         Socurity to be Acquired Jone Exercise of Option, Warrant or Other Right to Acquire Another Security         This offering being made in connection with a business combination transaction, subject to a unit comprised of a share and one warrant for no additional consideration. Each warrant is exercisely into a unit comprised of a share and one warrant for or extrange offer?         10. Elusiness Combination Transaction         Is this offering being made in connection with a business combination transaction, such as a merger, acquisition         Is this offering being made in connection with a business combination transaction, such as a merger, acquisition         Is this offering being made in connection with a business combination transaction, such as a merger, acquisition         Is this offering being made in connection with a business com		)(5)		l	Section 3(c)(14)	1	
New Notice       Date of First Sale 2020-05-11       First Sale Yet to Occur         Amendment       First Sale Yet to Occur         Business of Offering       Does the Issuer intend this offering to last more than one year?       Yes       No         9. Type(s) of Securities Offered (select all that apply)       Pooled Investment Fund Interests       Tenant-in-Common Securities         10 Doet       Pooled Investment Fund Interests       Tenant-in-Common Securities         10 Doet       Other Right to Acquire Another Security       Tenant-in-Common Securities         10 Doet       Other (describe)       Fach Special Warrant is convertible into a unit comprised of a slare and one vertrant for or exchange offer?         11. Business Combination Transaction       Transaction, such as a merger, acquisition       Yes No         12. Sales Compensation       Cascination of Response (if Necessary):       Informum Investment       Information CRD Number None         13. Sales Compensation       Recipient CRD Number So Desire CRD Number None       State/Province/Country       ZiP/Postal Code         State? Josticitation (select all that apply)       At States       Foreign non-US       ZiP/Postal Code         13. State? or check individual States       Informinon-US       State/Province/Country       ZiP/Postal Code         14. States' or check individual States       Inforeing non-US       Informanonone <td< th=""><th></th><th></th><th>Section 3(c)(7)</th><th></th><th></th><th></th><th></th></td<>			Section 3(c)(7)				
Amendment  Amendment  Dest the Issuer intend this offering to last more than one year? If yes no  Type(s) of Securities Offered (select all that apply)  Equily Debt Debt Debt Society to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition  It. Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition  Is accharge offer?  Clarification of Response (If Necessary):  I. Minimum Investment  Minimum Investment  Racipient  Racipien	7. Type of Filing						
Amendment  Amendment  Dest the Issuer intend this offering to last more than one year? If yes no  Type(s) of Securities Offered (select all that apply)  Equily Debt Debt Debt Society to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition  It. Business Combination Transaction  Is this offering being made in connection with a business combination transaction, such as a merger, acquisition  Is accharge offer?  Clarification of Response (If Necessary):  I. Minimum Investment  Minimum Investment  Racipient  Racipien	X New Notice Date of First \$	Sale 2020-05-13 ☐ First Sale Y€	et to Occur				
Does the Issuer intend this offering to last more than one year?       Yes   No         9. Type(s) of Securities Offered (select all that apply)							
Does the Issuer intend this offering to last more than one year?       Yes   No         9. Type(s) of Securities Offered (select all that apply)	Buration of Offering						
Equity     Debt	Does the Issuer intend this off	ering to last more than one yea	r? X Yes No				
□ Debt       □ Transt-in-Common Securities         ○ Option, Warrant or Other Right to Acquire Another Security       □ Internat-in-Common Securities         ○ Acquire Security to be Acquired Upon Exercise of Option, Warrant or Other Right to       □ Other (describe)         Each Special Warrant is concretible into a suit comprised of a share and one warrant for no additional consideration. Each warrant is exercisable into a share at CS0.55 per share for 24 months, subject to acceleration.         10. Business Combination Transaction	9. Type(s) of Securities Offer	red (select all that apply)					
Option, Warrant or Other Right to Acquire Another Security	X Equity			Pooled Inv	vestment Fund Inte	erests	
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to       Other (describe)         Each Special Warrant is convertible into a unit comprised of a share and one warrant for no additional consideration. Each warrant is exercisable into a share at CS0.55 per share for 24 months, subject to acceleration.         10. Business Combination Transaction         Is this offering being made in connection with a business combination transaction, such as a merger, acquisition       Image: Context of Context	Debt			Tenant-in-	Common Securitie	es	
Acquire Security       Conter (describe)         Each Special Warmant is convertible into a unit comprised of a share and one warmant for no additional consideration. Each warmant is exercisable into a share at C\$0.55 per share for 24 months, subject to acceleration.         10. Business Combination Transaction         11. Business Combination Transaction         12. Subject a acceleration.         13. Minimum Investment         Minimum Investment         Minimum Investment         Recipient         Recipient         Recipient         Recipient         Street Address 2         City         State(s) of Solicitation (select all that apply)         Chail States         Chail Cost (States)         13. Offering Amount         \$128,442 USD or         Indefinite         Total Amount Sold         \$49,949 USD         Total Remaining to be Sold         7. Special Warmants at C\$0.55(US\$0.25) per Special Warmant, convertible into a share at C\$0.5(US\$0.39) for 24 months, subject to acceleration.	X Option, Warrant or Other R	ight to Acquire Another Security	/	Mineral Pr	operty Securities		
Each Special Warrant is convertible into a unit comprised of a share and one warrant for no additional consideration. Each warrant is exercisable into a share at CS0.55 per share for 24 months, subject to acceleration.         10. Business Combination Transaction         11. Is this offering being made in connection with a business combination transaction, such as a merger, acquisition $\Box_{Yes} \boxtimes_{No}$ Clarification of Response (if Necessary):         11. Minimum Investment         Minimum investment accepted from any outside investor \$0 USD         12. Sales Compensation         Recipient       Recipient CRD Number $\boxtimes$ None         (Associated) Broker or Dealer $\boxtimes$ None         Street Address 1       Street Address 2         City       State/Province/Country       ZIP/Postal Code         State(s) of Solicitation (select all that apply)       All States       Foreign/non-US         13. Offering Amount       \$12,8442 USD or Indefinite       Indefinite         Total Offering Amount       \$12,8442 USD or Indefinite       Indefinite         Total Amount Sold       \$49,949 USD       Total Amount Sold       \$49,949 USD         Total Remaining to be Sold \$78,493 USD or Indefinite       Clarification of Response (if Necessary):       200835 Special Warrants at CS0.55(USS0.39) for 24 months, subject to acceleration.		on Exercise of Option, Warrant	or Other Right to	X Other (des	scribe)		
Is this offering being made in connection with a business combination transaction, such as a merger, acquisition       Image: Type of the type of the type of				no additional	consideration. Each	warrant is exercisable	
or exchange offer? Clarification of Response (if Necessary):  11. Minimum Investment Minimum investment accepted from any outside investor \$0 USD  12. Sales Compensation Recipient Recipi	10. Business Combination T	ransaction					
11. Minimum Investment         Minimum investment accepted from any outside investor \$0 USD         12. Sales Compensation         Recipient       Recipient CRD Number None         (Associated) Broker or Dealer None       (Associated) Broker or Dealer CRD Number None         Street Address 1       Street Address 2         City       Street Address 2         City       State/Province/Country         State(s) of Solicitation (select all that apply)       All States         Check "All States" or check individual States       Foreign/non-US         13. Offering and Sales Amounts       128,442 USD or Indefinite         Total Offering Amount       \$128,442 USD or Indefinite         Total Remaining to be Sold       \$78,493 USD or Indefinite         Clarification of Response (if Necessary):       200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.		connection with a business com	bination transactio	n, such as a r	nerger, acquisition	Yes X No	
Minimum investment accepted from any outside investor \$0 USD <b>12. Sales Compensation</b> Recipient       Recipient CRD Number None         (Associated) Broker or Dealer None       (Associated) Broker or Dealer None         Street Address 1       Street Address 2         City       State/Province/Country         State(s) of Solicitation (select all that apply)       All States         Check "All States" or check individual States       All States <b>13. Offering and Sales Amounts</b> State/Province/Country         Total Offering Amount       \$128,442 USD or         Indefinite       Total Remaining to be Sold         Total Remaining to be Sold       \$78,493 USD or         Indefinite       Clarification of Response (if Necessary):         200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	Clarification of Response (if No	ecessary):					
12. Sales Compensation         Recipient       Recipient CRD Number None         (Associated) Broker or Dealer None       (Associated) Broker or Dealer CRD Number None         Street Address 1       Street Address 2         City       State/Province/Country         State(s) of Solicitation (select all that apply)       All States         Check "All States" or check individual States       Foreign/non-US         13. Offering and Sales Amounts       Indefinite         Total Offering Amount       \$128,442 USD or Indefinite         Total Amount Sold       \$49,949 USD         Total Remaining to be Sold       \$78,493 USD or Indefinite         Clarification of Response (if Necessary):       200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	11. Minimum Investment						
Recipient       Recipient CRD Number None         (Associated) Broker or Dealer None       (Associated) Broker or Dealer CRD Number None         Street Address 1       Street Address 2         City       State/Province/Country       ZIP/Postal Code         State(s) of Solicitation (select all that apply) Check "All States" or check individual States       All States       Foreign/non-US         13. Offering and Sales Amounts       Total Offering Amount \$128,442 USD or Indefinite       Indefinite         Total Offering Amount \$01       \$49,949 USD       Total Remaining to be Sold \$78,493 USD or Indefinite         Clarification of Response (if Necessary):       200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	Minimum investment accepted	d from any outside investor $0$	USD				
(Associated) Broker or Dealer X None       (Associated) Broker or Dealer CRD Number X None         Street Address 1       Street Address 2         (City       State/Province/Country       ZIP/Postal Code         State(s) of Solicitation (select all that apply)       All States       Foreign/non-US         13. Offering and Sales Amounts	12. Sales Compensation						
Street Address 1 Street Address 2   City State/Province/Country   State(s) of Solicitation (select all that apply) All States   Foreign/non-US     13. Offering and Sales Amounts   Total Offering Amount \$128,442 USD or Indefinite Total Amount Sold \$49,949 USD Total Remaining to be Sold \$78,493 USD or Indefinite Clarification of Response (if Necessary): 200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	Recipient		Recipie	ent CRD Num	ber X None		
City       State/Province/Country       ZIP/Postal Code         State(s) of Solicitation (select all that apply)       All States       Foreign/non-US <b>13. Offering and Sales Amounts</b> Foreign/non-US       Foreign/non-US         Total Offering Amount       \$128,442 USD or       Indefinite         Total Amount Sold       \$49,949 USD       Foreign/non-US         Total Remaining to be Sold       \$78,493 USD or       Indefinite         Clarification of Response (if Necessary):       200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	(Associated) Broker or Deale	r X None	(Assoc	iated) Broker	or Dealer CRD Nu	mber X None	
State(s) of Solicitation (select all that apply)       All States       Foreign/non-US <b>13. Offering and Sales Amounts</b> Total Offering Amount       \$128,442 USD or       Indefinite         Total Amount Sold       \$49,949 USD         Total Remaining to be Sold       \$78,493 USD or       Indefinite         Clarification of Response (if Necessary):       200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.							
Check "All States" or check individual States [] / If or sign matrices         13. Offering and Sales Amounts         Total Offering Amount \$128,442 USD or [] Indefinite         Total Amount Sold \$49,949 USD         Total Remaining to be Sold \$78,493 USD or [] Indefinite         Clarification of Response (if Necessary):         200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	•		State/P	rovince/Count	ry		ZIP/Postal Code
Total Offering Amount       \$128,442 USD or       Indefinite         Total Amount Sold       \$49,949 USD         Total Remaining to be Sold       \$78,493 USD or       Indefinite         Clarification of Response (if Necessary):       200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	Check "All States" or check in	all that apply) All States	Fore	ign/non-US			
Total Amount Sold       \$49,949 USD         Total Remaining to be Sold       \$78,493 USD or Indefinite         Clarification of Response (if Necessary):         200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	13. Offering and Sales Amou	ints					
Total Amount Sold       \$49,949 USD         Total Remaining to be Sold       \$78,493 USD or Indefinite         Clarification of Response (if Necessary):         200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	Total Offering Amount \$	128,442 USD or Indefinite					
Clarification of Response (if Necessary): 200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.							
200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	Total Remaining to be Sold	\$78,493 USD or Indefinite					
200835 Special Warrants at C\$0.35(US\$0.25) per Special Warrant, convertible into a share and a warrant, exercisable at C\$0.55(US\$0.39) for 24 months, subject to acceleration.	Clarification of Response (if No	ecessary):					
	200835 Special Warrants at C\$0.	35(US\$0.25) per Special Warrant,		are and a warra	nt, exercisable at C\$	\$0.55(US\$0.39) for 24	4 months, subject to acceleration.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD	Estimate
Finders' Fees \$0 USD	Estimate

Clarification of Response (if Necessary):

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the
  accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Algernon Pharmaceuticals Inc.	/s/ Mike Sadhra	Mike Sadhra	CFO	2020-05-26

# Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D. States cannot routinely require offering materials only to the extent NSMIA permits them to do so under NSMIA's Puservation of their anti-fraud authority.

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