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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 18, 2023

KINTARA THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37823
(Commission
File Number)

99-0360497
(IRS Employer
Identification No.)

9920 Pacific Heights Blvd, Suite 150
San Diego, CA 92121
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 350-4364

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KTRA	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On December 18, 2023, Kintara Therapeutics, Inc. (the “Company”) increased the maximum aggregate offering price of the shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) issuable under a Sales Agreement (the “Sales Agreement”) with A.G.P./Alliance Global Partners (the “Agent”), dated September 19, 2023, from \$2,850,000 to \$8,700,000. A copy of the legal opinion as to the legality of the shares of Common Stock issuable under the Sales Agreement is filed as Exhibit 5.1 attached hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
5.1	Opinion of Fennemore Craig, P.C.
23.1	Consent of Fennemore Craig, P.C. (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KINTARA THERAPEUTICS, INC.

Date: December 18, 2023

By: /s/ Robert E. Hoffman
Name: Robert E. Hoffman
Title: Chief Executive Officer

FENNEMORE.

7800 Rancharrah Parkway
Reno, NV 89511
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December 18, 2023

Kintara Therapeutics, Inc.
9920 Pacific Heights Blvd., Suite 150
San Diego, CA 92121

Re: Securities Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special Nevada counsel for Kintara Therapeutics, Inc., a Nevada corporation (the “Company”), in connection with the Company’s filing of a Registration Statement on Form S-3, filed on March 24, 2021, effective April 1, 2021 (File No. 333-254662) with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), as previously supplemented by a prospectus supplement dated September 19, 2023 (as amended or supplemented, the “Registration Statement”). We are delivering this supplemental opinion letter in connection with the Prospectus Supplement filed on December 18, 2023 (the “Prospectus Supplement”), by the Company with the Commission pursuant to Rule 424 under the Securities Act. The Prospectus Supplement relates to the offering by the Company of up to \$8,700,000 in shares of the common stock of the Company, par value \$0.001 (the “Shares”), covered by the Registration Statement. The Shares are being offered and sold by A.G.P./Alliance Global Partners as sales agent (the “Sales Agent”) pursuant to the Sales Agreement between the Company and the Sales Agent dated September 19, 2023 (the “Sales Agreement”).

In rendering the opinions set forth herein, we have reviewed the following:

- 1.The Sales Agreement;
- 2.The Registration Statement;
- 3.The Prospectus Supplement;
- 4.The Articles of Incorporation of the Company, as amended, as certified by an officer of the Company as of the date hereof;
- 5.The Bylaws of the Company, as certified by an officer of the Company as of the date hereof; and

6. Resolutions of the Board of Directors of the Company, adopted by the Board of Directors of the Company via unanimous written consent on September 13, 2023, September 18, 2023 and December 17, 2023, relating to the authorization of the Sales Agreement, and the issuance of the Shares, as certified by an officer of the Company as of the date hereof.

We have examined originals or copies of such corporate records and certificates of public officials as we have deemed necessary or advisable for purposes of this opinion. We have relied upon the certificates of all public and corporate officials with respect to the accuracy of all matters contained therein. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of natural persons and the conformity to originals of all copies of all documents submitted to us. We have not reviewed, and express no opinion as to, any instrument or agreement referred to or incorporated by reference in the documents listed above. We note that the Company has reserved, and assume it will continue to maintain reserved, a sufficient number of shares of its duly authorized, but unissued, common stock as is necessary to provide for the issuance of the Shares.

Based on and subject to the foregoing and the qualifications, limitations, exceptions and assumptions set forth below, it is our opinion that the Shares have been duly authorized and, when issued and paid for in accordance with the terms of the Sales Agreement, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any jurisdiction other than the laws of the State of Nevada.

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

We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters." We further consent to the incorporation by reference of this opinion and consent in any registration statement filed pursuant to Rule 462(b) under the Act with respect to the Shares. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Commission promulgated thereunder, or Item 509 of Regulation S-K. This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

December 18, 2023

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Very truly yours,

/s/ Fennemore Craig, P.C

Fennemore Craig, P.C.

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