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

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0001807983](#)

Name of Issuer

[Medicenna Therapeutics Corp.](#)

Jurisdiction of Incorporation/Organization

[CANADA \(FEDERAL LEVEL\)](#)

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names

None

[A2 Acquisition Corp.](#)

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Medicenna Therapeutics Corp.](#)

Street Address 1

[2 BLOOR STREET W](#)

City

[TORONTO](#)

State/Province/Country

[ONTARIO, CANADA](#)

Street Address 2

[SUITE 903](#)

ZIP/PostalCode

[M4W 3E2](#)

Phone Number of Issuer

[604-671-6673](#)

3. Related Persons

Last Name

[Merchant](#)

Street Address 1

[2 Bloor Street W.](#)

City

[Toronto](#)

First Name

[Fahar](#)

Street Address 2

[Suite 903](#)

State/Province/Country

[ONTARIO, CANADA](#)

Middle Name

ZIP/PostalCode

[M4W 3E2](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Hyman](#)

Street Address 1

[2 Bloor Street W.](#)

City

[Toronto](#)

First Name

[David](#)

Street Address 2

[Suite 903](#)

State/Province/Country

[ONTARIO, CANADA](#)

Middle Name

ZIP/PostalCode

[M4W 3E2](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Ibrahim](#)

Street Address 1

[2 Bloor Street W.](#)

City

[Toronto](#)

First Name

[Nageatte](#)

Street Address 2

[Suite 903](#)

State/Province/Country

[ONTARIO, CANADA](#)

Middle Name

ZIP/PostalCode

[M4W 3E2](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Merchant](#) First Name [Rosemina](#) Middle Name
Street Address 1 [2 Bloor Street W.](#) Street Address 2 [Suite 903](#)
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4W 3E2](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Beraldo](#) First Name [Albert](#) Middle Name [G.](#)
Street Address 1 [2 Bloor Street W.](#) Street Address 2 [Suite 903](#)
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4W 3E2](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Geltosky](#) First Name [John](#) Middle Name
Street Address 1 [2 Bloor Street W.](#) Street Address 2 [Suite 903](#)
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4W 3E2](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Lalji](#) First Name [Karim](#) Middle Name
Street Address 1 [2 Bloor Street W.](#) Street Address 2 [Suite 903](#)
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4W 3E2](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Sutin](#) First Name [Richard](#) Middle Name
Street Address 1 [2 Bloor Street W.](#) Street Address 2 [Suite 903](#)
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4W 3E2](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Georgakis](#) First Name [Angelos](#) Middle Name
Street Address 1 [2 Bloor Street W.](#) Street Address 2 [Suite 903](#)
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4W 3E2](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

- Yes No

Other Banking & Financial Services

 Business Services**Energy**

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

 Biotechnology

- Health Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care

 Manufacturing**Real Estate**

- Commercial
- Construction
- REITS & Finance
- Residential
- Other Real Estate

 Restaurants**Technology**

- Computers
- Telecommunications
- Other Technology

Travel

- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel
- Other

5. Issuer Size**Revenue Range**

OR

Aggregate Net Asset Value Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

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

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii) Rule 506(b) Rule 506(c) Securities Act Section 4(a)(5) Investment Company Act Section 3(c) Section 3(c)(1) Section 3(c)(2) Section 3(c)(3) Section 3(c)(4) Section 3(c)(5) Section 3(c)(6) Section 3(c)(7) Section 3(c)(9) Section 3(c)(10) Section 3(c)(11) Section 3(c)(12) Section 3(c)(13) Section 3(c)(14)**7. Type of Filing** New Notice Date of First Sale [2026-05-28](#) First Sale Yet to Occur Amendment**8. Duration 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)** Equity Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (describe)

Each Unit is comprised of 1 common share and 1/2 of 1 common share purchase warrant. Each Warrant entitles the holder thereof to purchase one

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes 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 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) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$2,343,400 USD or Indefinite
Total Amount Sold \$253,458 USD
Total Remaining to be Sold \$2,089,942 USD or Indefinite

Clarification of Response (if Necessary):

The additional \$2,089,942 may be received upon the exercise of common share purchase warrants if exercised in the U.S. U.S. dollar amounts based on the Bank of Canada average rate of exchange reported on May 28, 2026, which was CDN\$1.3809 =US\$1.00.

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):

In the ordinary course of business, the issuer may use some of the proceeds of the offering to pay salaries to certain of its executive officers and directors.

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
Medicenna Therapeutics Corp.	/s/ David Hyman	David Hyman	Chief Financial Officer	2026-07-06

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 under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.