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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the Month of August 2020

Commission File Number: **333-240225**

Medicenna Therapeutics Corp.
(Translation of registrant's name into English)

2 Bloor St. W., 7th Floor
Toronto, Ontario M4W 3E2, Canada
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F [ ] Form 40-F [X]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [ ]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [ ]

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, thereunto duly authorized.

MEDICENNA THERAPEUTICS CORP.

Date: August 4, 2020

By: /s/ Elizabeth Williams
Name: Elizabeth Williams
Title: Chief Financial Officer

Form 6-K Exhibit Index

Exhibit Number	Document Description
99.1	Interim Financial Statements for the period ended June 30, 2020.
99.2	Management's Discussion and Analysis for the period ended June 30, 2020.
99.3	Form 52- 109F2 Certification of Interim Filings Full Certificate – CEO.
99.4	Form 52- 109F2 Certification of Interim Filings Full Certificate – CFO.
99.5	News release dated August 4, 2020.
99.6	News release dated June 11, 2020.
99.7	Code of Business Conduct and Ethics.

Exhibit 99.1

Condensed consolidated interim financial statements of

Medicenna Therapeutics Corp.

(Expressed in Canadian Dollars)

For the three months ended June 30, 2020

Medicenna Therapeutics Corp.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

as at

	June 30, 2020	March 31, 2020
	$	$
Assets		
Current assets		
Cash and cash equivalents (Note 2d)	**10,568,143**	22,697,654
Marketable securities (Note 2d)	**30,062,865**	15,002,548
Prepaids and deposits	**65,422**	93,752
Other receivables	**89,199**	58,295
	40,785,629	37,852,249
Intangible assets (Note 11)	**75,022**	76,259
Right-of-use assets (Note 5)	**58,922**	67,760
	40,919,573	37,996,268
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	**1,488,504**	1,779,883
Current portion of lease liability (Note 5)	**36,265**	35,344
	1,524,769	1,815,227
Lease liability (Note 5)	**22,638**	31,969
	1,547,407	1,847,196
Shareholders' Equity		
Common shares (Note 7)	**62,043,869**	56,577,414
Contributed surplus (Notes 8 and 9)	**10,506,203**	10,389,926
Accumulated other comprehensive income	**240,479**	248,452
Deficit	**(33,418,385)**	(31,066,720)
	39,372,166	36,149,072
	40,919,573	37,996,268

Approved by the Board

/s/ Albert Beraldo Director

/s/ Chandra Panchal Director

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

Medicenna Therapeutics Corp.
Condensed Consolidated Interim Statements of Operations
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended June 30, 2020	Three months ended June 30, 2019
	$	$
Operating expenses		
General and administration (Note 13)	**732,085**	461,539
Research and development (Note 13)	**1,813,105**	828,442
Total operating expenses	**2,545,190**	1,289,981
Finance income	**(145,857)**	–
Foreign exchange (gain) loss	**(47,668)**	4,653
	(193,525)	4,653
Net loss for the period	**(2,351,665)**	(1,294,634)
Cumulative translation adjustment	**7,973**	(26,443)
Comprehensive loss for the period	**(2,343,692)**	(1,321,077)
Basic and diluted loss per share for the period	**(0.05)**	(0.05)
Weighted average number of common shares outstanding (Note 7)	**48,340,838**	28,615,168

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

Medicenna Therapeutics Corp.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended June 30, 2020	Three months ended June 30, 2019
	$	$
Operating activities		
Net loss for the period	**(2,351,665)**	(1,294,634)
Items not involving cash		
Depreciation	**10,075**	1,237
Stock based compensation	**187,185**	211,263
Government grant expense recoveries	**–**	(994,648)
Unrealized foreign exchange	**42,669**	951
Accrued interest	**(60,318)**	–
Changes in non-cash working capital		
Other receivables and deposits	**(2,574)**	153,501
Accounts payable and accrued liabilities	**(303,271)**	(664,064)
	(2,477,899)	(2,586,394)
Investing activities		
Purchase of marketable securities	**(15,000,000)**	–
	(15,000,000)	–
Financing activities		
Repayment of lease liabilities	**(8,410)**	–
Government grant received (Note 10)	**–**	991,840
Issuance of share capital, net of issuance costs (Note 7)	**4,850,967**	–
Warrant and option exercises (Note 8 and 9)	**544,580**	269,586
	5,387,137	1,261,426
Effect of foreign exchange on cash	**(38,749)**	11,496
Net increase (decrease) in cash	**(12,129,511)**	(1,313,472)
Cash, beginning of period	**22,697,654**	2,370,976
Cash, end of period	**10,568,143**	1,057,504

Other non-cash transactions				
Broker warrants issued	**$**	**68,503**	$	–

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

Medicenna Therapeutics Corp.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Common shares issued and outstanding		Contributed Surplus	Accumulated other comprehensive income	Deficit	Total shareholders' equity
	Number	Amount				
		$	$	$	$	$
Balance, March 31, 2019	**28,578,137**	**16,615,648**	**8,633,395**	**157,165**	**(22,789,651)**	**2,616,557**
Stock based compensation	–	–	211,263	–	–	211,263
Warrant and option exercises	224,655	376,440	(106,854)	–	–	269,586
Net loss and comprehensive loss	–	–	–	(26,443)	(1,294,634)	(1,321,077)
Balance, June 30, 2019	**28,802,792**	**16,992,088**	**8,737,804**	**130,722**	**(24,084,285)**	**1,776,329**
Stock based compensation	–	–	232,241	–	–	232,241
Net loss and comprehensive loss	–	–	–	89,229	(1,904,259)	(1,815,030)
Balance, September 30, 2019	**28,802,792**	**16,992,088**	**8,970,045**	**219,951**	**(25,988,544)**	**193,540**
Stock based compensation	–	–	389,440	–	–	389,440
Warrant and option exercises	605,311	1,178,018	(192,575)	–	–	985,443
Issued on October 2019 financing	5,307,693	5,319,361	810,608	–	–	6,129,969
Net loss and comprehensive loss	–	–	–	13,537	(2,389,463)	(2,375,926)
Balance, December 31, 2019	**34,715,796**	**23,489,467**	**9,977,518**	**233,488**	**(28,378,007)**	**5,322,466**
Stock based compensation	–	–	292,033	–	–	292,033
Warrant and option exercises	793,709	1,453,432	(335,641)	–	–	1,117,791
Issued on March 2020 financing	11,290,323	31,634,515	456,016	–	–	32,090,531
Net loss and comprehensive loss	–	–	–	14,964	(2,688,713)	(2,673,749)
Balance, March 31, 2020	**46,799,828**	**56,577,414**	**10,389,926**	**248,452**	**(31,066,720)**	**36,149,072**
Stock based compensation	–	–	187,185	–	–	187,185
Warrant and option exercises	304,607	683,991	(139,411)	–	–	544,580
Issued on April overallotment (Note 7)	1,693,548	4,782,464	68,503	–	–	4,850,967
Net loss and comprehensive loss	–	–	–	(7,973)	(2,351,665)	(2,359,638)
Balance, June 30, 2020	**48,797,983**	**62,043,869**	**10,506,203**	**240,479**	**(33,418,385)**	**39,372,166**

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

1. Nature of business

Medicenna Therapeutics Corp. (“Medicenna” or the "Company") was incorporated as A2 Acquisition Corp. (“A2”) under the Alberta Business Corporations Act on February 2, 2015 and was classified as a Capital Pool Corporation ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange") Corporate Finance Manual. On March 1, 2017, the Company completed a qualifying transaction with Medicenna Therapeutics Inc. (“MTI.”) and the name of the Company was changed to Medicenna Therapeutics Corp. (the “Transaction”). MTI was identified for accounting purposes as the acquirer, and accordingly the entity is considered to be a continuation of MTI and the net assets of A2 at the date of the Transaction are deemed to have been acquired by MTI. These consolidated financial statements include the results of operations of Medicenna from March 1, 2017. On August 2, 2017 Medicenna graduated to the main board of the Toronto Stock Exchange. On November 13, 2017, Medicenna continued under the Canadian Business Corporations Act.

Medicenna has three wholly owned subsidiaries, Medicenna Therapeutics Inc. (“MTI”) (British Columbia), Medicenna Biopharma Inc. (“MBI”) (Delaware) and Medicenna Biopharma Inc. (“MBIBC”). (British Columbia).

The Company's principal business activity is the development and commercialization of Empowered Cytokines™ and Superkines for the treatment of cancer.

As at June 30, 2020, the head and registered office is located at 2 Bloor St W, 7th Floor, Toronto, Ontario, Canada.

2. Basis of presentation and significant accounting policies

a) Statement of compliance

These condensed consolidated financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (IAS 34) using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the Interpretations of the International Financial Reporting and Interpretations Committee (“IFRIC”).

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company’s audited financial statements for the year ended March 31, 2020.

The condensed consolidated interim financial statements were approved by the Company’s Board of Directors and authorized for issue on July 31, 2020.

b) Functional and presentation currency

The functional currency of an entity and its subsidiary is the currency of the primary economic environment in which the entity operates. The functional currency of the parent company is the Canadian dollar and the functional currency of MBI is the US dollar, the functional currency of MTI and MBIBC is the Canadian dollar and the presentation currency of the Company is the Canadian dollar.

c) Significant accounting judgements, estimates and assumptions

The preparation of these unaudited condensed consolidated interim financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities at the date of the unaudited condensed consolidated interim financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates.

The unaudited condensed consolidated interim financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed consolidated interim financial statements, and may require accounting adjustments based

2. Significant accounting policies cont'd

on future occurrences. The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

The accompanying unaudited condensed consolidated interim financial statements are prepared in accordance with IFRS and follow the same accounting policies and methods of application as the audited consolidated financial statements of the Company for the year ended March 31, 2020. They do not include all of the information and disclosures required by IFRS for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these unaudited condensed consolidated interim financial statements. Operating results for the three month period ended June 30, 2020, are not necessarily indicative of the results that may be expected for the full year ended March 31, 2021. For further information, see the Company's audited consolidated financial statements including notes thereto for the year ended March 31, 2020.

d) Cash and cash equivalents, marketable securities

Cash and cash equivalents
Cash equivalents include guaranteed investment certificates (June 30, 2020 - $5,000,773, March 31, 2020 - $20,004,153) with a maturity of 90 days or less. The Company has classified its cash and cash equivalents at fair value through profit or loss.

Marketable securities
Marketable securities consist of guaranteed investment certificates with a maturity of greater than 90 days and less than one year. The Company has classified its marketable securities at fair value through profit or loss.

COVID-19

In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic and we continue to evaluate the COVID-19 situation and monitor any impacts or any potential impacts to our business. The Corporation operates in a virtual manner and current operations have not been impacted in any material way by the health crisis. However, the pandemic does have an impact on our third party vendors which could result in the interruption of operations and result in development delays including the timing of the End of Phase 2 clinical study meeting for MDNA55 with the US FDA and the ongoing pre-clinical and future clinical activities related to MDNA11. We have required all of our employees to work from home and are asking business partners to engage us by telephone or video conference where possible, eliminating business travel and requiring self-isolation for employees travelling outside of Canada. As the COVID-19 health crisis further develops, we will continue to rely on guidance and recommendations from local health authorities, Health Canada and the Centers for Disease Control and Prevention to update our policies.

3. Capital disclosures

The Company's objectives, when managing capital, are to safeguard cash and cash equivalents as well as maintain financial liquidity and flexibility in order to preserve its ability to meet financial obligations and deploy capital to grow its businesses.

The Company's financial strategy is designed to maintain a flexible capital structure consistent with the objectives stated above and to respond to business growth opportunities and changes in economic conditions. In order to maintain or adjust its capital structure, the Company may issue shares or issue debt (secured, unsecured, convertible and/or other types of available debt instruments).

There were no changes to the Company's capital management policy during the year. The Company is not subject to any externally imposed capital requirements.

4. Financial risk management

(a) Fair value

The Company's financial instruments recognized on the consolidated statements of financial position consist of cash and cash equivalents, marketable securities, government grant receivable, other receivables, and accounts payable and accrued liabilities. The fair value of these instruments, approximate their carrying values due to their short-term maturity.

Classification of financial instruments

Financial instruments measured at fair value on the statement of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management intent as outlined below:

Cash and cash equivalents and marketable securities are measured using Level 1 inputs and changes in fair value are recognized through profit or loss, with changes in fair value being recorded in net earnings at each period end.

Other receivables and government grant receivable are measured at amortized cost less impairments.

Accounts payable and accrued liabilities, deferred government grants and license fee payable are measured at amortized cost.

The Company has exposure to the following risks from its use of financial instruments: credit, interest rate, currency and liquidity risk. The Company reviews its risk management framework on a quarterly basis and makes adjustments as necessary.

(b) Credit risk

Credit risk arises from the potential that a counterparty will fail to perform its obligations. The financial instruments that are exposed to concentrations of credit risk consist of cash and cash equivalents and marketable securities.

The Company manages credit risk associated with its cash and cash equivalents and marketable securities by maintaining minimum standards of R1-med or A-high investments and the Company invests only in highly rated Canadian corporations which are capable of prompt liquidation.

(c) Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Company will fluctuate because of changes in market interest rates. The Company believes that its exposure to interest rate risk is not significant.

(d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles all of its financial obligations out of cash and cash equivalents. The ability to do so relies on the Company maintaining sufficient cash in excess of anticipated needs. As at June 30, 2020, the Company's liabilities consist of accounts payable and accrued liabilities that have contracted maturities of less than one year.

4. Financial risk management cont'd

(e) Currency risk

Currency risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk from employee costs as well as the purchase of goods and services primarily in the United States and cash and cash equivalent balances held in foreign currencies. Fluctuations in the US dollar exchange rate could have a significant impact on the Company's results. Assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in an increase or decrease in loss and comprehensive loss for the three months ended June 30, 2020 of $364,968 (June 30, 2019 - $83,037).

Balances in US dollars are as follows:

	June 30, 2020	March 31, 2020
	$	$
Cash and cash equivalents	**3,534,009**	134,835
Accounts payable and accrued liabilities	**(858,490)**	(899,992)
	2,675,519	(765,157)

5. Right of use asset and lease liability

The Company recognized a right-of-use asset based on the amount equal to the lease liability, adjusted for any related prepaid and accrued lease payments previously recognized. The lease liability was recognized based on the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or rate, and amounts expected to be paid under residual value guarantees. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period as incurred.

The carrying amounts of the Company's right-of-use assets and lease liabilities and movements during the fiscal year were as follows:

	Right of Use Asset	**Lease Liability**
	$	$
Balance, March 31, 2020	**67,760**	**67,313**
Depreciation	(8,838)	–
Lease payments	–	(10,365)
Lease interest	–	1,955
Balance, June 30, 2020	**58,922**	**58,903**
Classification:		
Current portion of lease liability	–	36,265
Long-term portion of lease liability	–	22,638
	–	**58,903**

(Expressed in Canadian Dollars)

6. Accounts payable and accrued liabilities

	June 30, 2020	March 31, 2020
	$	$
Trade payables	**517,647**	456,241
Accrued liabilities	**970,857**	1,323,642
	1,488,504	1,779,883

7. Share capital Authorized

Unlimited common shares

Equity Issuances

On March 17, 2020, the Company completed a public offering raising total gross proceeds of $35,000,001. The Company issued 11,290,323 common shares at $3.10 per share and issued a 15% overallotment option to the underwriters. The Company paid commission to the agents totaling $2,450,000, share issuance costs of $459,470 and issued 790,323 warrants to the agents exercisable into one common share of the Company at an exercise price of $3.10 for a period of twenty-four months. The fair value of the warrants issued was determined to be $456,016.

On April 15, 2020 the Company announced the full exercise of the overallotment option, issuing an additional 1,693,548 common shares at $3.10 per share for additional proceeds of $5,249,999. The Company paid commission to the agents totaling $367,500, share issuance costs of $31,532 and issued 118,723 warrants to the agents exercisable into one common share of the Company at an exercise price of $3.10 expiring on March 17, 2022. The fair value of the warrants issued was determined to be $68,503.

Calculation of loss per share

Loss per common share is calculated using the weighted average number of common shares outstanding. For the three months ended June 30, 2020 and 2019 the calculation was as follows:

	Three months ended June 30, 2020	Three months ended June 30, 2019
Common shares issued and outstanding, beginning of period	**46,799,828**	28,578,137
Shares issued on overallotment	**1,414,392**	–
Effect of warrant and option exercises	**126,618**	37,031
Weighted average shares outstanding, end of period	**48,340,838**	28,615,168

The effect of any potential exercise of the Company's stock options and warrants outstanding during the period has been excluded from the calculation of diluted loss per common share as it would be anti- dilutive.

(Expressed in Canadian Dollars)

8. Warrants

Warrant continuity:

	Number of Warrants	Weighted average exercise price
Balance outstanding at March 31, 2019	**5,145,083**	**$ 1.65**
Warrants exercised during the period	(224,655)	1.20
Warrants exercisable at June 30, 2019 and September 30, 2019	**4,920,428**	**$ 1.67**
Common share purchase warrants issued in the financing	2,653,846	1.75
Broker warrants issued in the financing	350,134	1.30
Warrants exercised during the period	(605,311)	$ 1.63
Warrants exercisable at December 31, 2019	**7,319,097**	**$ 1.68**
Broker warrants issued in the March 2020 financing	790,323	3.10
Warrants exercised during the period	(793,709)	$ 1.41
Warrants outstanding at March 31, 2020	**7,315,711**	**$ 1.86**
Warrants exercised during the period	(283,184)	$ 1.92
Broker warrants issued in overallotment	118,723	$ 3.10
Warrants outstanding at June 30, 2020	**7,151,250**	**$ 1.88**

The following warrants were exercised during the three months ended June 30, 2020:

Number of Warrants	Exercise Price	Proceeds	Expiry Date
	$	$	
50,000	1.20	60,000	December 21, 2023
4,500	1.75	7,875	October 17, 2022
99,675	3.10	308,993	March 17, 2022
129,009	1.30	167,712	October 17, 2021
283,184		**544,580**	

At June 30, 2020, warrants were outstanding and exercisable, enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
	$	
57,500	1.20	December 21, 2020
1,288,000	2.00	April 5, 2021
163,000	2.00	April 5, 2021
82,494	1.30	October 17, 2021
1,379,083	2.00	January 1, 2022
809,196	3.10	March 17, 2022
1,953,977	1.75	October 17, 2022
1,418,000	1.20	December 21, 2023
7,151,250		

(Expressed in Canadian Dollars)

9. Stock options

There were no stock options granted in the three months ended June 30, 2020.

During the three months ended June 30, 2019 the Company granted 200,000 stock options exercisable at $1.38 per share. 50,000 of the options granted vest 50% after one year, 25% after two years and 25% after three years, 150,000 of the options vest 50% on September 1, 2019 and 50% on December 1, 2019 and have a ten-year life.

Stock option transactions for the three months ended June 30, 2020 and 2019 are set forth below:

	Number of options	Weighted average exercise price
Balance outstanding at March 31, 2019	**3,275,000**	**$ 1.67**
Granted	200,000	1.38
Forfeited	(100,000)	1.09
Balance outstanding at June 30, 2019 and September 30, 2019	**3,375,000**	**$ 1.67**
Granted	1,030,000	1.30
Forfeited	(275,000)	$ 1.91
Balance outstanding at December 31, 2019 and March 31, 2020	**4,130,000**	**$ 1.56**
Forfeited	(3,577)	1.00
Exercised	(21,423)	1.00
Balance outstanding at June 30, 2020	**4,105,000**	**$ 1.56**

The following table summarizes information about stock options outstanding at June 30, 2020:

	Options Outstanding			Options Exercisable	
Exercise Prices	Options	Weighted average remaining contractual life	Weighted average exercise price	Options	Weighted average exercise price
$		**Years**	**$**		**$**
0.00-1.00	1,125,000	7.85	1.00	650,000	1.00
1.01-1.50	1,230,000	8.08	1.31	325,000	1.34
1.51-2.00	950,000	6.63	2.00	712,500	2.00
2.01-2.88	800,000	6.01	2.23	650,000	2.28
	4,105,000	**7.28**	**1.56**	**2,337,500**	**1.71**

10. Government assistance

CPRIT assistance

In February 2015, the Company received notice that it had been awarded a grant by the Cancer Prevention Research Institute of Texas ("CPRIT") whereby the Company is eligible to receive up to US$14,100,000 on eligible expenditures over a three year period related to the development of the Company's phase 2b clinical program for MDNA55. In October 2017 the Company was granted a one year extension to the grant allowing expenses to be claimed over a four year period ending February 28, 2019. On February 4, 2019 the Company was approved for a further six month extension ending August 31, 2019, on July 25, 2019 an additional six month extension was granted to February 28, 2020 and on January 6, 2020 an additional six month extension was granted to August 28, 2020.

Of the US$14.1 million grant approved by CPRIT, Medicenna has received US$12.7 million from CPRIT as of June 30, 2020. The Company is eligible to receive the remaining US$1.4 million upon the achievement of certain criteria as determined by CPRIT, from time to time. There can be no assurances that the balance of such grants will be received from CPRIT.

10. Government assistance cont'd

Ongoing program funding from CPRIT is subject to a number of conditions including the satisfactory achievement of milestones that must be met to release additional CPRIT funding, proof the Company has raised 50% matching funds and maintaining substantial functions of the Company related to the project grant in Texas as well as using Texas-based subcontractor and collaborators wherever possible. There can be no assurances that the Company will continue to meet the necessary CPRIT criteria, satisfactorily achieve milestones, or that CPRIT will continue to advance additional funds to the Company.

If the Company is found to have used any grant proceeds for purposes other than intended, is in violation of the terms of the grant, or relocates its MDNA55 related operations outside of the state of Texas, then the Company is required to repay any grant proceeds received.

Under the terms of the grant, the Company is also required to pay a royalty to CPRIT, comprised of 3-5% of revenues on net sales of MDNA55 until aggregate royalty payments equal 400% of the grant funds received at which time the ongoing royalty will be 0.5%.

During the three months ended June 30, 2020, the Company did not receive any funds from CPRIT (2019: $991,840). The amount receivable at June 30, 2020 of $Nil ((2019 - $2,399,295 (US $1,833,483)), represented funds spent on grant expenditures, but not yet reimbursed.

11. Commitments

Intellectual Property

On August 21, 2015, the Company exercised its right to enter into two license agreements (the "Stanford License Agreements") with the Board of Trustees of the Leland Stanford Junior University ("Stanford"). In connection with this licensing agreement the Company issued 649,999 common shares with a value of $98,930 to Stanford and affiliated inventors. The value of these shares has been recorded as an intangible asset that is being amortized over the life of the underlying patents. As at June 30, 2020, the Company's intangible assets have a remaining capitalized netbook value of $75,022 (March 31, 2020 - $76,259).

The development milestones under the Stanford License Agreements were updated during the year ended March 31, 2020 to reflect the current stage of development of the Company's programs. In connection with the amendment of the Stanford License Agreements, Medicenna paid a US$150,000 fee to Leland Stanford Junior University.

The Company has entered into various license agreements with respect to accessing patented technology. In order to maintain these agreements, the Company is obligated to pay certain costs based on timing or certain milestones within the agreements, the timing of which is uncertain. These costs include ongoing license fees, patent prosecution and maintenance costs, royalty and other milestone payments. As at June 30, 2020, the Company is obligated to pay the following:

- Patent licensing costs due within 12 months totaling $70,500.
- Patent licensing costs, including the above, due within the next five years totaling $1,283,100.
- Given the current development plans and expected timelines of the Company it is assumed that a project milestones of US$50,000 and US$100,000 will be due in the next five years.
- Project milestone payments, assuming continued success in the development programs, of uncertain timing totaling US$2,650,000 and an additional US$2,000,000 in sales milestones.
- A liquidity payment of $356,548 is due to the National Institute of Health ("NIH") which represents the remaining payments resulting from the Company's liquidity event in March 2017.

(Expressed in Canadian Dollars)

11. Commitments cont'd

Contractual obligations	Less than 1 year	1-3 years	3-5 years	Total
Patent licensing costs, minimum annual royalties per license agreements	$ 70,500	$ 465,300	$ 747,300	$ 1,283,100
Lease payments	$ 41,460	$ 38,005	$ 0	$ 79,465
Liquidity event payment	$ 356,548	$ 0	$ 0	$ 356,548

As at June 30, 2020, the Company had obligations to make future payments, representing significant research and development and manufacturing contracts and other commitments that are known and committed in the amount of approximately $5,850,000 of which $465,000 has been paid or accrued at June 30, 2020. Most of these agreements are cancellable by the Company with notice. These commitments include agreements for manufacturing and preclinical studies.

12. Related party disclosures

(a) Key management personnel

Key management personnel, which consists of the Company's officers (President and Chief Executive Officer, Chief Financial Officer, and Chief Development Officer) and directors, earned the following compensation for the following periods:

	June 30, 2020	June 30, 2019
	$	$
Salaries and wages	**222,937**	222,937
Board fees	**28,599**	35,560
Stock option expense	**157,993**	136,679
	409,529	395,176

(b) Amounts payable to related parties

As at June 30, 2020, the Company had trade and other payables in the normal course of business, owing to directors and officers of $69,540 (2019: $390,066) related to board fees and accrued vacation.

(Expressed in Canadian Dollars)

13. Components of expenses

	Three months ended June 30, 2020	Three months ended June 30, 2019
	$	$
General and Administration Expenses		
Depreciation expense	**10,075**	1,237
Stock based compensation	**96,414**	93,962
Facilities and operations	**70,873**	62,170
Legal, professional and finance	**246,854**	30,957
Salaries and benefits	**132,933**	154,383
Corporate communications	**84,350**	182,156
Other expenses	**90,586**	62,046
CPRIT grant claimed in eligible expenses (Note 10)	**–**	(125,372)
	732,085	461,539

	Three months ended June 30, 2020	Three months ended June 30, 2019
	$	$
Research and Development Expenses		
Chemistry, manufacturing and controls	**475,983**	87,451
Regulatory	**143,088**	48,136
Discovery and pre-clinical	**296,718**	494,420
Clinical	**347,758**	538,537
Salaries and benefits	**270,734**	265,760
Licensing, patent, legal fees and royalties	**185,334**	92,150
Stock based compensation	**90,771**	117,301
CPRIT grant claimed in eligible expenses (Note 10)	**–**	(869,276)
Other research and development expenses	**2,719**	53,963
	1,813,105	828,442

14. Subsequent Events

During the quarter ended June 30, 2020, Medicenna filed a shelf prospectus in the provinces of Alberta, British Columbia and Ontario for up to $100,000,000. In addition, the prospectus was filed with the Securities Exchange Commission on a Form F-10. The shelf prospectus became effective on July 28, 2020 and the Form F-10 became effective July 30, 2020. Subsequent to the quarter end the Company applied to list its common shares for trading on the NASDAQ Capital Markets. Medicenna's intended listing on the Nasdaq is subject to Medicenna meeting the requirements and criteria to complete such listing, and there can no assurance that such requirements and criteria will be satisfied.

Exhibit 99.2

Management's Discussion and Analysis

For the Three Months Ended
June 30, 2020

DATE OF REPORT: July 31, 2020

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") has been prepared as of July 31, 2020 for the three months ended June 30, 2020 and should be read in conjunction with the consolidated unaudited interim condensed consolidated financial statements of Medicenna Therapeutics Corp. ("Medicenna", the "Company", "we", "our", "us" and similar expressions) for the three months ended June 30, 2020 and 2019, and the annual audited consolidated financial statements and accompanying notes for the years ended March 31, 2020 and 2019, which have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Our IFRS accounting policies are set out in note 2 of the annual audited consolidated financial statements for the years ended March 31, 2020 and 2019 and all dollar amounts are expressed in Canadian dollars unless otherwise noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements within the meaning of applicable securities laws. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. All statements contained herein that are not clearly historical in nature are forward-looking, and the words such as "plan", "expect", "is expected", "budget", "scheduled", "estimate", "forecast", "contemplate", "intend", "anticipate", or "believe" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might", "shall" or "will" be taken, occur or be achieved and similar expressions are generally intended to identify forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to the Company's:

- requirements for, and the ability to obtain, future funding on favourable terms or at all;
- business strategy;
- expected future loss and accumulated deficit levels;
- projected financial position and estimated cash burn rate;
- expectations about the timing of achieving milestones and the cost of the Company's development programs;
- observations and expectations regarding the effectiveness of MDNA55 and the potential benefits to patients;
- expectations regarding the progress, and the successful and timely completion, of the various stages of the regulatory approval process;
- expectations about the Company's products' safety and efficacy;
- expectations regarding the Company's ability to arrange for the manufacturing of the Company's products and technologies;
- expectations regarding the filing and approval of various submissions by regulatory agencies regarding the conduct of new clinical trials;
- ability to initiate, progress, and successful and timely completion, of various preclinical and manufacturing activities associated with future clinical trials;
- ability to secure strategic partnerships with larger pharmaceutical and biotechnology companies;
- strategy to acquire and develop new products and technologies and to enhance the safety and efficacy of existing products and technologies;
- plans to market, sell and distribute the Company's products and technologies;
- expectations regarding the acceptance of the Company's products and technologies by the market;
- ability to retain and access appropriate staff, management, and expert advisers;
- expectations with respect to existing and future corporate alliances and licensing transactions with third parties, and the receipt and timing of any payments to be made by the Company or to the Company in respect of such arrangements; and
- strategy with respect to the protection of the Company's intellectual property.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

The forward-looking information in this MD&A does not include a full assessment or reflection of the unprecedented impacts of the COVID-19 pandemic occurring in the first half of 2020 and the ongoing and developing resulting indirect global and regional economic impacts. The Company is currently experiencing uncertainty related to the rapidly developing COVID-19 situation. It is anticipated that the spread of COVID-19 and global measures to contain it, will have an impact on the Company, however it is challenging to quantify the potential magnitude of such impact at this time. The Company is regularly assessing the situation and remains in contact with its partners, clinical sites investigators, contract research organizations, contract development and manufacturing organizations and suppliers to assess any impacts and risks.

All forward-looking statements reflect the Company's beliefs and assumptions based on information available at the time the assumption was made. These forward-looking statements are not based on historical facts but rather on management's expectations regarding future activities, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, known and unknown, that contribute to the possibility that the predictions, forecasts, projections or other forward-looking statements will not occur. Factors which could cause future outcomes to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- the effect of continuing operating losses on the Company's ability to obtain, on satisfactory terms, or at all, the capital required to maintain the Company as a going concern;
- the ability to obtain sufficient and suitable financing to support operations, preclinical development, clinical trials, and commercialization of products;
- the risks associated with the development of novel compounds at early stages of development in the Company's intellectual property portfolio;
- the risks associated with the development of the Company's product candidates including the demonstration of efficacy and safety;
- delays or negative outcomes from the regulatory approval process;
- risk of negative results of clinical trials or adverse safety events by the Company or others related to the Company's product candidates;
- the Company's ability to achieve the Company's forecasted milestones and timelines on schedule;
- the Company's ability to adequately protect proprietary information and technology from competitors;
- risks related to changes in patent laws and their interpretations;
- the Company's ability to source and maintain licenses from third-party owners; and
- the risk of patent-related litigation and the ability to protect trade secrets,

Although the forward-looking statements contained in this MD&A are based upon what the Company's management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements.

Any forward-looking statements represent the Company's estimates only as of the date of this MD&A and should not be relied upon as representing the Company's estimates as of any subsequent date. The Company undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as may be required by securities laws.

All references in this MD&A to "the Company", "Medicenna", "we", "us", or "our" refer to Medicenna Therapeutics Corp. and the subsidiaries through which it conducts its business, unless otherwise indicated.

COMPANY OVERVIEW

Medicenna Therapeutics Corp. is the company resulting from a "three-cornered" amalgamation involving A2 Acquisition Corp ("A2"), 1102209 B.C. Ltd., a wholly owned subsidiary of A2 and Medicenna Therapeutics Inc. ("MTI"), a privately held clinical stage biotechnology company. A2 was formed by articles of incorporation under the *Business Corporations Act* (Alberta) ("ABCA") on February 2, 2015, and following its initial public offering, was a "capital pool company" listed on the Toronto Stock Exchange Venture ("TSXV"). As a capital pool company, A2 had no assets other than cash and did not carry on any operations other than identifying and evaluating opportunities for the acquisition of an interest in assets or businesses for the completion of a qualifying transaction.

In February 2015, the Company was awarded a grant by the Cancer Prevention Research Institute of Texas ("CPRIT") whereby the Company is eligible to receive up to US$14,100,000 on eligible expenditures over a three year-period (later extended to a five-year period) related to the development of the Company's Phase 2b clinical program for MDNA55.

On March 1, 2017, A2 completed its qualifying transaction in accordance with the policies of the TSXV by way of a reverse takeover of A2 by the shareholders of MTI (the "Qualifying Transaction"). In connection with the Qualifying Transaction, A2 changed its name to Medicenna Therapeutics Corp. and completed a consolidation of its share capital on the basis of one post-consolidation common share for every 14 pre-consolidation common shares.

On August 2, 2017, Medicenna graduated from the TSXV to the Toronto Stock Exchange ("TSX"). On November 13, 2017, Medicenna continued under the *Canada Business Corporations Act*.

Medicenna has three wholly owned subsidiaries: MTI, Medicenna Biopharma Inc. (Delaware) and Medicenna Biopharma Inc. (British Columbia).

Medicenna is a clinical stage immuno-oncology company developing novel, highly selective versions of interleukin-2 ("IL-2"), interleukin-4 ("IL-4") and interleukin-13 ("IL-13") tunable cytokines, called "Superkines". These Superkines can be developed either on their own as short or long-acting therapeutics or fused with cell killing proteins in order to generate Empowered Cytokines™ ("ECs") that precisely deliver potent toxins to the cancer cells without harming adjacent healthy cells. Medicenna's mission is to become the leader in the development and commercialization of targeted ECs and Superkines for the treatment of a broad range of cancers. The Company seeks to achieve its goals by drawing on its expertise, and that of world-class collaborators, in order to develop a unique set of therapeutic Superkines. Compared to naturally occurring cytokines – that bind to multiple receptor types on many cell types – Superkines are engineered with unique specificity toward defined target cell subsets to enable precise activation or inhibition of relevant immune cells in order to improve therapeutic efficacy and safety. Superkines can also be fused with other types of proteins such as antibodies to generate novel "immunocytokines" or combined with other treatment modalities such as checkpoint inhibitors, chimeric antigen receptor T cells ("CAR-Ts") or oncolytic viruses to stimulate tumor-killing immune cells or overcome the immunosuppressive tumor microenvironment ("TME").

Medicenna has completed a Phase 2b clinical trial of MDNA55, Medicenna's lead EC, for the treatment of recurrent glioblastoma ("rGBM"), the most common and uniformly fatal form of brain cancer. MDNA55 is a fusion of a circularly permuted version of IL-4, fused to a potent fragment of the bacterial toxin, Pseudomonas exotoxin (PE), that is designed to preferentially target tumor cells that over-express the interleukin 4 receptor ("IL-4R"). MDNA55 has now been studied in 5 clinical trials in 132 patients, including 112 patients with rGBM, in which it has shown indications of superior efficacy when compared to the current standard of care. MDNA55 has secured Orphan Drug Status from the United States Food and Drug Administration ("FDA") and the European Medicines Agency ("EMA") as well as Fast Track Designation from the FDA for the treatment of rGBM and other types of high grade glioma. Medicenna announced on April 30, 2019 that patient enrollment was complete in the Phase 2b clinical trial of MDNA55 after treating 46 patients with rGBM. Medicenna announced preliminary top line data from the study on June 18, 2019 and additional survival data in December 2019, January 2020 and May 2020. The End of Phase 2 ("EOP2") meeting with the FDA has been scheduled for September 29th, 2020 with feedback from the FDA expected in calendar Q4, 2020.

Complementing Medicenna's lead clinical asset (MDNA55), the Company has built a deep pipeline of promising preclinical Superkine candidates such as IL-2 agonists (MDNA109), IL-2 antagonists (MDNA209), dual IL-4/IL-13 antagonists (MDNA413) and IL-13 Superkine (MDNA132) all in-licensed from Leland Stanford Junior University ("Stanford"). The most advanced of these programs is the MDNA109 platform (comprising of MDNA11 and MDNA19), which are in preclinical development and the only genetically engineered IL-2 Superkine designed to specifically target CD122 (IL-2Rβ) with high affinity without CD25 dependency. Both MDNA11 and MDNA19, which unlike native IL-2 (Proleukin), have superior pharmacokinetic properties, lack CD25 binding in order to improve safety, potently stimulate effector T cells, reverse natural killer ("NK") cell anergy and act with exceptional synergy when combined with checkpoint inhibitors.

MDNA19 and MDNA11 originate from the same base molecule engineered from the MDNA109 platform. This base molecule has a very short half-life which requires frequent dosing and therefore would not be viable in a commercial setting. To address this issue, Medicenna fused both Fc (MDNA19) and albumin (MDNA11) to the base molecule with the effect of increasing the molecular weight of the molecule and its half-life. After completing pilot non-human primate studies with both MDNA19 and MDNA11, it became apparent that MDNA11 was the more promising molecule and has therefore been selected as the lead IL-2 candidate to advance into clinical development over MDNA19. Medicenna is thus working towards initiating a Phase 1 clinical study for MDNA11 in mid-2021. Medicenna currently does not have the intention or the resources to advance the clinical development of MDNA19 in parallel with MDNA11 but MDNA19, which was previously identified as the Corporation's lead IL-2 candidate, remains relevant for Medicenna because it is derived from the same platform as MDNA11 and could also be moved to clinical development in certain circumstances.

ACHIEVEMENTS & HIGHLIGHTS

The following are the achievements and highlights for the three months ending June 30, 2020 through to the date hereof:

- On April 15, 2020, Medicenna announced the closing of the full over-allotment option to purchase an additional 1,693,548 common shares of Medicenna at a price of $3.10 per share, in connection with its public offering of common shares initially closed on March 17, 2020 (the "2020 Public Offering").

- On May 29, 2020, Medicenna announced presentation of data from its Phase 2b trial of MDNA55 at the virtual 2020 Annual Meeting of the American Society of Clinical Oncology ("ASCO"). The oral poster discussion focused on additional data demonstrating clinical efficacy of MDNA55 in patients with rGBM. These data indicated that MDNA55 has the potential to benefit all rGBM patients treated at the high dose (≥ 180 µg) irrespective of IL4R expression. The high dose has already shown an acceptable safety profile in this and earlier clinical trials (maximum tolerated dose ("MTD") = 240 µg). Based on these findings Medicenna has determined that a Proposed Population for future clinical development shall comprise of IL4R High (irrespective of dose) as well as IL4R Low patients receiving the high dose as these patients were shown to benefit the most from a single treatment of MDNA55. Median survival and OS-12 in this population (n = 32) was 15.8 months and 62% vs 7.0 months and 18%, respectively, when compared to the eligibility matched Synthetic Control Arm ("SCA").

- On May 29, 2020, Medicenna announced presentation of data on MDNA11, one of its candidates from the IL-2 Superkine program, at the virtual 2020 ASCO Annual Meeting. The poster presentation focused on encouraging data in non-human primates ("NHP") for MDNA11, a long-acting IL-2 variant engineered to have enhanced affinity to CD122 with no binding to CD25. This engineering allows MDNA11 to specifically expand cancer fighting naïve CD8 T cells as well as NK cells with minimal stimulation of T regulatory cells ("Tregs") and eosinophils (associated with vascular leak syndrome). As such, the use of MDNA11 circumvents both immune-suppression and toxicity normally observed with Proleukin. In addition, MDNA11 has several advantages over other long-acting IL-2 variants, as it permits enhanced accumulation in the tumor vicinity and can be recycled in vivo due to its albumin content, thus exhibiting prolonged circulation in the blood stream and thereby reducing the frequency of treatment.

- Subsequent to the quarter end, Medicenna submitted its EOP2 meeting package to the FDA and feedback from the FDA is expected in calendar Q4 2020 following this meeting which has been scheduled for 29th September, 2020.

- Subsequent to the quarter end, on July 29, 2020 Medicenna received approval from the Depository Trust Company ("DTC"), making its shares DTC eligible and allowing non-Canadian investors to easily trade the Company's stock through the broker of their choice.

US LISTING UPDATE

During the quarter ended June 30, 2020, Medicenna filed a shelf prospectus in the provinces of Alberta, British Columbia and Ontario for up to $100,000,000. In addition, the prospectus was filed with the Securities Exchange Commission ("SEC") on a Form F-10. The shelf prospectus became effective on July 28, 2020 and Form F-10 became effective July 30, 2020. Subsequent to the quarter end, the Company applied to list its common shares for trading on the NASDAQ Capital Markets ("NASDAQ") which it believes will be accepted during the quarter ending September 30, 2020. Medicenna's intended listing on the Nasdaq is subject to Medicenna meeting the requirements and criteria to complete such listing, and there can no assurance that such requirements and criteria will be satisfied.

FINANCING UPDATE

Three months ended June 30, 2020

On April 15, 2020, the Company closed the full over-allotment option related to the 2020 Public Offering, to purchase an additional 1,693,548 common shares of Medicenna at a price of $3.10 per share. As a result of the exercise of this over-allotment option, Medicenna received additional gross proceeds of $5,249,999, for total gross proceeds of $40.25M, which will be used to fund further development of MDNA11, including preclinical activities, manufacturing and Phase 1/2a clinical trials, as well as for general corporate purposes and working capital.

During the three months ended June 30, 2020, 283,184 warrants were exercised for proceeds of $544,580, the details of which are described below:

Number of Warrants	Exercise Price	Proceeds	Expiry Date
	$	$	
50,000	1.20	60,000	December 21, 2023
4,500	1.75	7,875	October 17, 2022
99,675	3.10	308,993	March 17, 2022
129,009	1.30	167,712	October 17, 2021
283,184		**544,580**	

Three months ended June 30, 2019

During the three months ended June 30, 2019, 224,655 warrants were exercised at a price of $1.20 per share for gross proceeds of $269,586.

RESEARCH & DEVELOPMENT UPDATE

MDNA55

Excluding the recently completed Phase 2b clinical study, MDNA55 has been studied in previous clinical trials under two Investigational New Drug Applications ("IND") for the treatment of rGBM, high grade glioma and non-CNS solid tumors. In these earlier studies, MDNA55 showed promising clinical results from 72 patients including 66 adult patients with rGBM following a single intra-tumoral infusion. It has secured Orphan Drug Status from the FDA and the EMA as well as Fast Track Designation from the FDA.

Since the above mentioned clinical trials, there have been many improvements to the convection enhanced delivery ("CED") technology, a drug delivery technique for localized administration of MDNA55 into brain tumors. This includes use of newly developed techniques for high precision placement of catheters into the tumor bed as well as novel stepped design catheters that prevent backflow and leakage of MDNA55 during treatment. Furthermore, by co-infusion of a magnetic resonance imaging ("MRI") contrast agent with MDNA55, drug distribution can be monitored in real time in order to achieve maximum coverage of the tumor bed and the tumor margins. Unlike previous clinical trials, data from the MDNA55 Phase 2b clinical trial show that each of these improvements facilitates more accurate targeting and superior distribution of MDNA55 to regions of active tumor growth as well as the margins around the tumor. Medicenna has obtained an exclusive license from the National Institutes of Health ("NIH") to patents covering CED and the use of a surrogate tracer for real-time monitoring of MDNA55 delivery and distribution.

Phase 2b Study Outline for Glioblastoma at First or Second Recurrence or Progression
The Phase 2b trial with MDNA55 using enhanced CED delivery was a multi-center, open-label, single-arm study in up to 52 patients (at least 46 intent-to-treat ("ITT") patients evaluable for survival and 35 patients evaluable for response), with first or second recurrence or progression of GBM after surgery or radiotherapy ± adjuvant therapy or other experimental therapies.

The primary endpoint of the study was mOS comparing an expected null survival rate of 8.0 months (based on historical control) with an alternative pursue rate of 11.5 months (1-sided alpha = 0.10 and 80% power for approximately 46 ITT or per protocol subjects). The secondary endpoint was objective response rate ("ORR") assessed by the modified Response Assessment in Neuro-Oncology ("mRANO")-based criteria incorporating advanced imaging modalities according to a null response rate of 6% with an alternative pursue rate of 18% (1-sided alpha = 0.10 and 80% power for at least 35 subjects evaluable for response). IL4R expression levels in tumor biopsies and their potential impact on patient outcomes following treatment with MDNA55, were retrospectively evaluated.

Phase 2b Study Update
In April 2017, we treated the first rGBM patient in the Phase 2b clinical trial of MDNA55 and enrolled patients at eight clinical sites across the United States and 1 site in Europe with enrolment in the study (46 ITT patients) completed in April 2019.

While the Company previously targeted completion of the Phase 2b by not later than Q4 2018, the protocol amendments announced in September 2017 and May 2018, and described below, resulted in slower than anticipated patient recruitment.

On September 28, 2017, we announced that based on encouraging drug distribution and safety data observed we implemented an amended protocol incorporating enhanced drug delivery procedure which was used for the treatment of the remaining patients. The amended protocol allowed higher doses and volumes of MDNA55 as well as an increase in the total expected study size – from 43 patients under the original protocol to up to 52 total planned patients. This protocol amendment was based on a planned safety analysis following a unanimous recommendation from MDNA55's Safety Review Committee. Of the up to 52 patients to be treated in the study we required at least 46 of those patients to be evaluable for survival and at least 35 subjects evaluable for response. We met our threshold enrolment requirements in April 2019 with 46 patients treated (ITT population) of which 44 patients met all the protocol eligibility requirements (per protocol population).

On October 10, 2017, clinical data were presented by Principal investigator John H. Sampson MD, PhD, (Robert H. and Gloria Wilkins Distinguished Professor and Chair of Neurosurgery at Duke University in Durham, NC) at the 2017 Congress of Neurological Surgeons (Boston, MA), demonstrating successful delivery of MDNA55 in rGBM patients and a reassuring safety profile. Furthermore, the data showed that a substantially higher proportion of the target tissue was being covered then in previous similar trials. In some cases, close to 100% of the tumor and the 1 cm margin around it (at risk for tumor spread) had been successfully covered.

Additional clinical data from the Phase 2b rGBM clinical trial of MDNA55 were presented at the 22nd Annual Meeting of the SNO held in San Francisco in November 2017. Dr. Krystof Bankiewicz, MD, PhD, Professor in Residence of Neurological Surgery at the University of California San Francisco, provided an update on drug distribution and safety data from the first 15 patients treated in the study. The oral and poster presentations at the SNO conference outlined that through a process of real-time image guided delivery together with the ability to monitor and adjust infusion parameters, drug delivery was dramatically improved with significant enhancement in target coverage. A previous CED study in rGBM, without the advances implemented by Medicenna, [ref: J Neurosurg. 2010 Aug;113(2):301-9], was able to achieve, on average, coverage of only 20% of the target volume. In contrast, in the current study, a comparable estimate for coverage of the tumor and a 1cm high-risk margin around it showed approximately 65% coverage with the figure rising to 75% for the tumor area alone, with some patients achieving near 100% coverage of the target volume.

It was reported on May 2, 2018 that half the patients in the study had been recruited and the data to date demonstrated solid safety results and early signals of efficacy based on the findings of the Safety Review and Clinical Advisory Committees, comprised of key opinion leaders and study investigators. Following the Safety Review, Medicenna amended the protocol at the recommendation of clinical advisors to further improve the chances for demonstrating increased therapeutic benefit for patients. The amendment allowed the implementation of optimal methodologies including more personalized dosing based on the tumor load, incorporation of advanced imaging modalities to measure treatment responses more reliably, use of sub-therapeutics dose of Avastin® in patients that could not tolerate steroid use to control edema and inflammation and allowing investigators to administer a second dose of MDNA55 where appropriate.

Review of some patients who had been withdrawn from the study, believing that their disease had progressed, found that the apparent increases in tumor volumes, seen on brain scans, were, in fact, due to tissue necrosis, inflammation and edema. This is a known effect of immunotherapeutic agents such as MDNA55, called pseudo-progression, which poses a challenge to patient retention, management and data interpretation. When evaluating images from such patients, using multi-modal imaging, Medicenna found evidence of biological activity of MDNA55 suggesting that these patients were benefiting from the treatment, and in multiple cases following withdrawal from the study, surgical resection showed significant tumor necrosis. This amendment allowed a biopsy and/or advanced multi-modal imaging to more accurately discriminate between necrosis/inflammation and true disease progression. These tools would encourage subjects to remain in the study, where appropriate, giving time for the pseudo-progression to resolve and increase the likelihood of clinical responses.

Following the amended protocol as announced on May 2, 2018 and after receiving the necessary regulatory and site approvals patient enrolment was resumed at higher doses provided that the pre-established MTD of 240 µg was not to be exceeded.

The protocol amendments announced September 28, 2017 and May 2, 2018 resulted in increased timelines for completion of the MDNA55 Phase 2b clinical trial due to an increase in the original number of patients as well as a slowdown of patient recruitment while the necessary regulatory reviews and approvals were completed.

On October 22, 2018, the Company presented results and participated in a poster discussion session at the ESMO Congress held in Munich. Based on interim data from patients treated at low doses implemented during the first half of the Phase 2b study of MDNA55, the presentation highlighted the benefits of using of advanced imaging modalities in order to help tumor response evaluation and identify pseudo-progression in some patients which ultimately translates into tumor shrinkage, and potential treatment benefit.

On October 31, 2018, Medicenna provided an interim update from the ongoing Phase 2b clinical trial of MDNA55 for the treatment of rGBM. These results were superseded by data reported on February 7, 2019 as described below.

On February 7, 2019, Medicenna presented new clinical study results in a podium presentation entitled, "The IL4 Receptor as a Biomarker and Immunotherapeutic Target for Glioblastoma: Preliminary Evidence with MDNA55, a Locally Administered IL-4 Guided Toxin" by John H. Sampson, MD, PhD, Robert H. and Gloria Wilkins Distinguished Professor and Chair of Neurosurgery at Duke University during the 5th Annual Immuno-Oncology 360^{o} Conference held in New York, NY. These results have subsequently be superseded by more complete data presented in late 2019 and January 2020.

On April 30, 2019, Medicenna announced that enrolment in the study was complete with 46 evaluable patients (ITT population) of which 44 patients were subsequently identified as meeting protocol eligibility requirements without major deviations (per protocol population).

On June 3, 2019, a poster entitled "MDNA55: A Locally Administered IL4 Guided Toxin as a Targeted Treatment for Recurrent Glioblastoma" was presented at the 55th Annual Meeting of the ASCO held in Chicago, IL. The presentation by Dr. Dina Randazzo of Duke University School of Medicine and a Principal Investigator, focused on the development of a new biomarker test for the IL4R that may enable better selection and superior treatment outcomes for patients with rGBM. These data were subsequently updated as described below.

On June 18, 2019, Dr. Fahar Merchant presented results from the Phase 2b MDNA55 clinical trial which recently completed enrollment (n=46) at the Inaugural Immuno-Oncology Pharma Congress in Boston, MA. The presentation highlighted disease control in up to 83% of the patients according to iRANO criteria, which measure tumor response relative to the largest tumor size post-treatment (nadir). Use of advanced imaging techniques (such as perfusion and diffusion MRI) was able to show underlying tissue response amidst inflammation and edema in some subjects. In addition, safety data from the Phase 2b clinical trial show a similar safety profile to previous MDNA55 trials, with no systemic toxicities, no clinically significant laboratory abnormalities and no drug-related deaths.

On September 25, 2019, the Company presented updated efficacy results from the Phase 2b clinical trial MDNA55-05 in rGBM patients using the IL4R as an immunotherapy target, as it is overexpressed in glioblastoma as well as in cells that make up the brain tumor microenvironment ("TME"). The data imply that targeting the TME, particularly in GBM, is critical where almost half of the tumor mass consists of non-cancerous cells that make up the TME, a cancer swamp that hides the tumor from the immune system. The TME is emerging as one of the key reasons why glioblastoma is extremely aggressive, and continues to be one of the most difficult cancers to treat. Since MDNA55 can simultaneously kill both the tumor cells and the TME by targeting the IL4R, the results to date continue to show that MDNA55 is likely to emerge as a new treatment for this deadly disease. These data were subsequently updated in November and December 2019 and January 2020.

On November 25, 2019, Medicenna announced the presentation of updated clinical results presented by Dr. John Sampson from our Phase 2b trial of MDNA55 at the 24th SNO annual meeting. The presentation highlighted that with a single treatment with MDNA55, the mOS in IL4R High subjects (n=21) was 15 months showing a survival advantage of up to nine months when compared to approved therapies (mOS of 5.4 to 9.2 months with temozolomide, Avastin® and lomustine), among the 38 evaluable subjects, irrespective of IL4R expression, 82% of the subjects experienced tumor shrinkage or stabilization from nadir. The mOS of patients showing tumor control (n=31) was significantly longer when compared to patients with progressive disease (mOS of 15 months vs 8.4 months, respectively; p-value of 0.0112) and updated analysis included the first 40 subjects treated with MDNA55 continuing to show an overall survival rate at 12 months (OS-12) of 45%, irrespective of IL4R expression, and OS-12 of 58% in patients showing a treatment response (n=32). This is an improvement of up to 150% when compared to approved therapies for rGBM (OS-12 is 18-34%).

On December 12, 2019, the Company announced a presentation by Dr. Fahar Merchant at the Inaugural Glioblastoma Drug Development Annual Summit. The presentation reported subgroup analysis from the first 40 patients treated with MDNA55 in the Phase 2b clinical trial. The presentation highlighted that the patient characteristics in the clinical study excluded patients that are known to have a much better prognosis, such as patients that were, (a) eligible for surgery to remove the tumor, (b) had a lower grade of brain cancer at initial diagnosis (only *de novo* GBM patients were enrolled), and (c) had a known mutation associated with better prognosis (isocycrate dehydrogenase ("IDH") mutation). Furthermore, the presentation emphasized that despite enrolling only patients known to have a very poor prognosis, patients actually did much better and were surviving significantly longer following only one treatment with MDNA55, particularly in patients with high expression of the IL4R target. Of particular interest, subjects receiving lower doses of steroids (≤ 4 mg of concurrent steroid per day) showed a trend towards improved survival, particularly in the IL4R High group, with a mOS of 16.5 months with 88% of patients being still alive at 12 months. In patients resistant to approved chemotherapy temozolomide (rGBM with unmethylated MGMT promoter), MDNA55 treatment in IL4R High patients had a median overall survival of 15.2 months and a 12 month survival rate of 69% versus 22% for lomustine and less than 19% for Avastin®.

On January 13, 2020, Medicenna announced that it had completed a retrospective study on subjects with rGBM who matched eligibility requirements of subjects enrolled in the MDNA55-05 clinical trial. The study was conducted to compare the survival of subjects treated with MDNA55 in the Phase 2b rGBM clinical trial versus matched patients (Synthetic Control Arm, SCA) recently treated using other standard therapies. The SCA comprised of 81 rGBM patients receiving standard therapies including Avastin®, lomustine and temozolomide with similar baseline features as patients treated in the MDNA55 trial such as age, tumor size, ineligibility for surgery, IL4R expression and other parameters known to affect survival.

Key data from the study are summarized below and have been computed from the date of relapse rather than from the date of treatment in results previously reported by the Company:

- When comparing IL4R High groups across the two populations, a 150% survival advantage is seen in patients who received MDNA55.
    - IL4R High subjects treated with MDNA55 (n=21) had a mOS of 15.8 months versus 6.2 months in the SCA (n=17), a survival advantage of an impressive 9.6 months.
    - The OS-12 was 62% in the MDNA55 arm versus 24% in the SCA.
- Regardless of IL4R status, subjects treated with MDNA55 (n=44 subjects comprising the complete per protocol analysis population) demonstrated 112% increase in OS-12 over subjects in the SCA (n=81).
    - OS-12 for the MDNA55 arm was 53% versus 25% in the SCA.
    - mOS in the MDNA55 arm was 12.4 months versus 7.7 in the SCA.

On May 29, 2020, Medicenna announced presentation of data from its Phase 2b trial of MDNA55 in patients with rGBM, at the 2020 ASCO Annual Meeting. The oral poster discussion led by Dr. Ian F. Parney, MD, PhD (Mayo Clinic), and a presentation by Dr. John Sampson, MD, PhD (Robert H. and Gloria Wilkins Distinguished Professor of Surgery, Duke University School of Medicine), focused on additional data demonstrating clinical superiority of MDNA55 in patients with rGBM.

Highlights from the ASCO presentation included:

- Comparison of MDNA55 with an eligibility-matched SCA demonstrated an improvement in mOS of 61%. When stratified by IL4R status, IL4R High subjects in the MDNA55 arm demonstrated improved mOS by 155% (Table 1).

Table 1.

Eligibility-Matched Groups	N	mOS	Improvement in mOS	Hazard Ratio ("HR")	OS-12
MDNA55 All-comers	44	12.4	61%	0.58	53%
SCA All-comers	81	7.7			25%
MDNA55 IL4R High	21	15.8	155%	0.54	62%
SCA IL4R High	17	6.2			24%

Further refinement of the SCA using propensity-score weighting (Li et al.), an unbiased approach to select patients that match the baseline characteristics of MDNA55 treated patients based on 11 key baseline prognostic factors, confirms these results (Table 2).

Table 2.

Propensity-Weighted Groups	N	mOS	Improvement in mOS	HR
MDNA55 All-comers	43	12.4	72%	0.63
SCA All-comers	40.8	7.2		
MDNA55 IL4R High	17	13.2	116%	0.52
SCA IL4R High	16.8	6.1		

Irrespective of IL4R expression, subjects showed tumor control rate ("TCR") (tumor shrinkage or stabilization) of 76% based on modified RANO criteria; these subjects demonstrated mPFS of 4.6 months, PFS at six months ("PFS-6") of 40%, PFS-12 of 33%, mOS of 15.0 months and OS-12 of 57%.

Additional updated results (not presented at ASCO) include the following:

Patients with Low IL4R expression (H-Score ≤ 60) had a similar TCR as patients with High IL4R expression (H-Score > 60); TCR of 75% vs. 76%, respectively. However, the majority of the IL4R Low patients (11 of 16) received high doses of MDNA55 (180 – 240 µg; median 180 µg) whereas only 8 of 21 IL4R High patients received the high dose of MDNA55.

The IL4R Low group receiving high dose also showed improved survival (mOS Not Reached, OS-12 of 53%) when compared to the low dose group (mOS = 8 months, OS-12 = 13%).

The Proposed Population (n=32), comprised of all IL4R High (irrespective of dose) as well as IL4R Low patients receiving the high dose, were shown to benefit the most from a single treatment of MDNA55. Median survival and OS-12 in this population was 15.8 months and 62% vs 7.0 months and 18%, respectively, when compared to the eligibility matched SCA. (Table 3).

Table 3.

Eligibility-Matched	**N**	**mOS**	**Improvement in mOS**	**HR**	**OS-12**
Proposed Population	32	15.8	126%	0.45	62%
SCA	40	7.0			18%
Propensity-Weighted					
Proposed Population	32	15.7	118%	0.52	NA
SCA	33.9	7.2			NA

TCR in the Proposed Population was 81% based on radiologic assessment by mRANO criteria.

These data indicate that MDNA55 has the potential to benefit all rGBM patients treated at the high dose (180 µg) irrespective of IL4R expression. The high dose has already shown an acceptable safety profile in this and earlier clinical trials (MTD = 240 µg).

Medicenna plans to have an EOP2 meeting with the FDA in calendar Q3, 2020 to discuss the results of the MDNA55 Phase 2b clinical study and the development pathway forward. This date is later than previously anticipated due to additional information necessary in order to strengthen the submission package to the FDA as recommended by regulatory consultants.

The Company expects the completion of clinical development of MDNA55 to full approval (including a pivotal Phase 3 clinical trial), if undertaken by Medicenna, to last until at least 2022, with a projected aggregate cost of approximately $75 million, incremental to the current cash on hand. It is anticipated that following the successful completion of the Phase 2b clinical trial and a successful EOP2 meeting with the FDA the Company will work to out-license the program to one or more partners who would fund or co-fund Phase 3 clinical development of MDNA55 as well as prepare the program for commercialization and its subsequent launch in various countries where approval has been granted. In addition to development and regulatory approval of MDNA55, see "*Risk and Uncertainties*" below.

Superkine Platform

IL-2 Superkines

IL-2 was one of the first effective immunotherapies developed to treat cancer due to its proficiency at expanding T cells, the central players in cell-mediated immunity. Originally discovered as a growth factor for T cells, IL-2 can also drive the generation of activated immune cells, immune memory cells, and immune tolerance.

In contrast, IL-2 induced overstimulation of immune cells can lead to an imbalance in the ratio of effector and regulatory T cells, resulting in autoimmune diseases.

Part of the reason for this is due to the nature of the IL-2 receptor. The IL-2 receptor is composed of three different subunits, IL-2Rα (also known as CD25), IL-2Rβ (CD122) and IL-2Rγ (CD132). The arrangement of these different proteins determines the response to IL-2 signaling.

The IL-2β and IL-2γ components together make a receptor capable of binding IL-2, but only moderately so. When all three components are together, including IL-2Rα, the receptor binds IL-2 with a much higher affinity. This complete receptor is usually found on regulatory T cells, which dampens an ongoing immune response. The lower affinity receptor, composed of just the IL-2β and IL-2γ components, is more often found on "naive" immune cells, which are awaiting instructions before seeking out cancer cells.

Altering IL-2's propensity for binding these receptors could encourage greater immune cell activation and/or block the function of regulatory cells. Medicenna's MDNA109 and MDNA209 platforms take advantage of this dynamic by binding to specific receptors and either activating (MDNA109) or blocking them (MDNA209). The majority of development has been focused on the MDNA109 platform candidates where promising results have been demonstrated in various animal tumour models, as described below.

MDNA109 (a precursor to MDNA19 and MDNA11) is an enhanced version of IL-2 that binds up to 200 to 1,000 times more effectively to IL-2Rβ, thus greatly increasing its ability to activate and proliferate the immune cells needed to fight cancer. Because it preferentially binds IL-2Rβ and not the receptor containing IL-2Rα, MDNA109 drives effector T cell responses over regulatory T cells. Additionally, MDNA109 reverses NK cell anergy and acts with exceptional synergy when combined with checkpoint inhibitors.

One of the development challenges with MDNA109 was its short half-life, similar to native IL-2, which would require frequent dosing in a commercial setting. In order to extend the half-life of MDNA109, Medicenna fused inactive protein scaffolds to MDNA109 including Fc-fusions (Fc) and Albumin fusions (Alb) and, on August 2, 2018, we announced preliminary preclinical data on long acting variants of MDNA109, showing that these fusions have better pharmacokinetic properties enabling less frequent dosing without sacrificing its efficacy or safety.

Further modifications were made to MDNA109 in its extended half-life forms to enhance pharmacodynamics and further enhance selectivity in order to reduce binding to CD25 which is associated with the toxic side effect profile of Proleukin. These modifications have provided us with two candidates in development, MDNA19 and MDNA11, and following data presented in May 2020 at ASCO, MDNA11 has been selected as the lead candidate to move into clinical development.

On February 6, 2019, the Company presented results on MDNA109 and its long acting variants in a podium presentation entitled, "Putting Pedal to the Metal: Combining IL-2 Superkine (MDNA109) with Checkpoint Inhibitors" by Moutih Rafei, PhD, Associate Professor, Department of Pharmacology and Physiology, Université de Montréal, at the 5th Annual Immuno-Oncology 360° Meeting in New York, NY.

The results presented demonstrated that MDNA109 exhibited 1000-fold enhanced affinity toward the CD122 receptor and best-in-class potency toward cancer killing effector T cells. When tested in vivo, MDNA109 was not immunogenic and led to potent delay in the growth of pre-established B16F10 melanoma tumors compared to IL-2. Likewise, significant delay in the growth of pre-established MC38 and CT-26 colon cancer was observed in syngeneic mice receiving MDNA109, whereas its co-administration with anti-PD1 checkpoint inhibitor eliminated tumors in 90% of MC38 tumor-bearing mice. Furthermore, MDNA109 in combination with anti-CTLA-4 antibody, complete responses were observed in a majority of mice in the CT26 model. When cured animals were re-challenged on the counter-lateral flank with CT26 tumor cells, tumor growth was blocked at the secondary site clearly suggesting the generation of potent memory responses. Additional results on long-acting MDNA109 variants with impaired CD25 binding demonstrated abrogation of regulatory T cell activation at therapeutic doses in order to mitigate peripheral side effects, which are dependent on CD25 binding.

Medicenna presented a poster entitled "Engineering a long-acting CD122 biased IL-2 superkine displaying potent anti-tumoral responses" at the Inaugural Immuno-Oncology Pharma Congress, held from June 18-20, 2019 during World Pharma Week in Boston, MA. Highlights from the presentation by Dr. Moutih Rafei included the following: (a) When MDNA109-LA was co-administered with the immune-checkpoint blocker anti-cytotoxic T-Lymphocyte-Associated Protein-4 (anti-CTLA-4) in a colon cancer mouse model, 67% of animals with pre-established tumors remained tumor-free for over 100 days. When these animals received a second and third re-challenge of the tumor without further treatment, 100% and 75% remained tumor free, respectively, demonstrating a strong memory response. (b) A long-acting variant, MDNA19, engineered to mitigate Treg activation by abolishing binding to the CD25 had 50-fold decreased Treg activity and 6-fold higher activity towards naïve CD8 T cells for an overall 300-fold preferential activation of cancer killing T cells than recombinant IL-2. (c) In addition, binding affinity studies using surface plasmon resonance confirmed absence of CD25 binding by MDNA19. (d) To further validate the potency of MDNA19 mice with pre-established aggressive B16F10 melanoma tumors showed potent tumor control with a weekly dosing schedule.

On September 26, 2019, Medicenna announced the publication of a peer-reviewed article in the August 2019 edition of *Nature Communications* providing independent third-party validation of Medicenna's MDNA109 Superkine platform.

The publication titled "A next-generation tumor-targeting IL-2 preferentially promotes tumor infiltrating CD8+ T-cell response and effective tumor control" describes the safety, efficacy, pharmacokinetics, immunogenicity as well as efficacy profile in different tumor models of long-acting variants of MDNA109 including fusions to antibodies to create tumor targeted immunocytokines. The work reported in the publication is covered by Medicenna's patents and patents in-licensed by the Company.

On September 30, 2019, Medicenna announced the presentation by Dr. Minh To, Director of Preclinical Development at Medicenna, of preclinical data to support the differentiating characteristics of long-acting MDNA109 variants and their potency in vitro and in vivo from other long-acting IL-2 programs.

Highlights from the presentation included:

- *High potency towards naive effector T cells but diminished potency on unwanted regulatory T cells (Tregs)*. Of the long-acting MDNA109 variants, MDNA19 is superior in having decreased binding to CD25 and increased affinity to CD122, therefore selectively activating cancer killing CD8 T cells instead of tumor protecting Tregs.

- *Potent effects as monotherapy with improved PK characteristics*. In CT26 (mouse colon cancer) and B16F10 (mouse melanoma) models, treatment with long acting variants of MDNA109 (biweekly for 2 weeks or once weekly for 2 or 3 weeks) potently inhibited tumor growth. These data suggest that long-acting MDNA109 variants could lead to potent therapeutic effects with a dosing schedule similar to that used for immune checkpoint inhibitors. In addition, the results also confirm that different protein scaffolds may be used to extend the half-life of MDNA109 and can provide similar tumor control as MDNA19.

- *Compelling preclinical synergism with immune checkpoint inhibition*. In a pre-established colon cancer CT26 model, long-acting MDNA109 variants co-administered with the immune-checkpoint blocker anti-CTLA-4, showed significant tumor growth inhibition with as many as 89% of animals remaining tumor-free for over 175 days.

- *Strong Memory Response*. Furthermore, tumor free animals receiving a second and third re-challenge of the tumor without further treatment remained tumor free in up to 100% of mice, demonstrating development of a strong memory response with the ability to prevent tumor relapses.

On March 25, 2020, Medicenna announced preclinical data including NHP data from its IL-2 Superkine program during a conference call and webcast.

The presentation highlighted data from the long-acting variant MDNA19, engineered to have enhanced binding to CD122 without binding to CD25 and included:

- Kinetic studies in NHP showed a dose-dependent upregulation of Ki67 in CD8 T-cells lasting for almost two weeks post-MDNA19 administration, with no apparent side effects.

- When administered to NHP, MDNA19 increases the absolute number of circulating CD8 T-cells in the absence of Treg and eosinophil stimulation (the latter being a major source of IL-5 production which is responsible for triggering vascular leak syndrome and associated toxicity).

- MDNA19 administration as a monotherapy in syngeneic mice with pre-established CT26 colon cancer led to 60% survival and induction of strong and long-lasting memory responses correlating with resistance to subsequent re-challenges.

- Furthermore, MDNA19 treatment of B16F10 tumors favoured activation of CD8 T cells over Tregs in the tumor microenvironment driving a strong therapeutic effect.

On May 29, 2020, Medicenna announced the virtual presentation of data on MDNA11, one of its lead candidates from the IL-2 Superkine program, at the 2020 ASCO Annual Meeting. The poster presentation by Dr. Moutih Rafei, PhD (Associate Professor of Pharmacology and Physiology at the Université de Montréal), focused on new data arising from studies with MDNA11. The poster presentation focused on encouraging data in NHP for MDNA11, a long-acting IL-2 variant engineered to have enhanced affinity to CD122 without binding to CD25. This engineering allows MDNA11 to specifically expand cancer fighting naïve CD8 T cells as well as NK cells with minimal stimulation of Tregs and eosinophils (associated with vascular leak syndrome). As such, the use of MDNA11 circumvents both immune-suppression and toxicity normally observed with Proleukin. In addition, MDNA11 has several advantages over other long-acting IL-2 variants as it permits enhanced accumulation in the tumor vicinity and can be recycled in vivo thus exhibiting prolonged circulation in the blood stream thereby reducing the frequency of treatment.

Medicenna has commenced good laboratory practices (“GLP”) and good manufacturing practices (“GMP”) related manufacturing activities for MDNA11 with the intention of starting IND enabling studies in the second half of 2020 and initiating a Phase 1/2a clinical trial in mid-2021. These timelines are later than what were previously disclosed as additional optimization to the molecules in development was necessary to further enhance Medicenna's long acting MDNA109 program as potentially best in class.

Like the MDNA109 platform, MDNA209 therapeutics bind with exceptional affinity to IL-2Rβ, but are unable to bind to the common IL-2γ receptor which in turn blocks signaling and activation of NK cells and memory CD8 T cells. MDNA209 platform offers a variety of candidates that are either partial agonists, partial antagonists or complete antagonists, enabling us to dampen the signaling properties of an over-active immune system to an amplitude that elicits desired therapeutic function without causing undesired toxicity. MDNA209 variants can therefore be used to treat a host of autoimmune diseases such as multiple sclerosis and preliminary studies (Mitra et al., 2015) have shown that MDNA209 variants can also mitigate graft versus host disease (GvHD) following transplantation. Limited work on MDNA209 has been initiated but development timelines have not been established at this time.

IL-4 and IL-13 Superkines

Medicenna’s IL-4 and IL-13 Superkines are engineered versions of wild type cytokines which possess enhanced affinity and selectivity for either the Type 1 or Type 2 IL4 receptors or dedicated IL13 receptors such as IL13Rα2. This selectivity is achieved through mutations of the IL-4 or IL-13 proteins to enhance affinity for binding to specific IL4R or IL13R subunits. Additional mutations have also been engineered to modulate their bioactivity, resulting in Superkines with enhanced signaling (super-agonists) or the ability to block signaling (super-antagonists).

One promising IL-13 Superkine antagonist is MDNA413. Compared to wild type IL-13, MDNA413 has been engineered to have 2,000-fold higher selectivity for the Type 2 IL4R and which potently blocks IL-4 and IL-13 signaling (Moraga et al., 2015). Blocking of Type 2 IL4R by MDNA413 may be relevant not only for targeting solid tumors that overexpress this receptor, but also the Th2 biased tumour microenvironment, which shields the cancer from the immune system.

Another promising IL-13 Superkine is MDNA132. Unlike MDNA413, MDNA132 is an IL-13 ligand that has been engineered to increase affinity for IL13Rα2 overexpressed on certain solid tumors while exhibiting sharply decreased affinity for IL13Rα1. Medicenna believes MDNA132 has superior targeting compared to other IL-13 variants in development, and is an attractively differentiated targeting domain for inclusion in new and exciting field of immuno-oncology based on the CAR-T platform. Development timelines for MDNA132 have yet to be established.

As preparing, submitting, and advancing applications for regulatory approval, developing products and processes and clinical trials are complex, costly, and time consuming processes, an estimate of the future costs related to the development of MDNA209, MDNA413 and MDNA132 is not reasonable at this time.

SELECTED FINANCIAL INFORMATION

	Three months ended June 30, 2020 $	Three months ended June 30, 2019 $
General and administration	**732,085**	461,539
Research and development	**1,813,105**	828,442
Net loss	**(2,351,665)**	(1,294,634)
Basic and diluted loss per share	**(0.05)**	(0.05)
Total assets	**40,919,573**	3,674,228
Total liabilities	**1,547,407**	1,897,899

We have not earned revenue in any of the previous fiscal years, other than income from interest earned on our cash and cash equivalents and marketable securities.

For the three months ended June 30, 2020, we reported a net loss of $2,351,665, or $0.05 per share, compared to a loss of $1,294,634, or $0.05 per share, for the three months ended June 30, 2019. The increase in net loss for the period ended June 30, 2020 compared with the period ended June 30, 2019 was primarily a result of no reimbursement under the CPRIT grant in the current year period.

Cash utilized in operating activities for the three months ended June 30, 2020 was $2,477,899, compared to cash utilized in operating activities for the three months ended June 30, 2019 of $2,586,394.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDING JUNE 30, 2020

Research and Development Expenses

	Three months ended June 30, 2020 $	Three months ended June 30, 2019 $
Chemistry, manufacturing and controls	**475,983**	87,451
Regulatory	**143,088**	48,136
Discovery and preclinical	**296,718**	494,420
Clinical	**347,758**	538,537
Salaries and benefits	**270,734**	265,760
Licensing, patent legal fees and royalties	**185,334**	92,150
Stock based compensation	**90,771**	117,301
CPRIT grant claimed on eligible expenses	**-**	(869,276)
Other research and development expenses	**2,719**	53,963
	1,813,105	828,442

Research and development (“R&D”) expenses of $1,813,105 were incurred during the three months ended June 30, 2020, compared with $828,442 incurred in the three months ended June 30, 2019.

The increase in R&D expenses in the current period is primarily attributable to:

- No reimbursement of expenses with respect to the CPRIT grant in the three months ended June 30, 2020, compared with $869,276 in the three months ended June 30, 2019.
- Higher chemistry, manufacturing and controls expenses associated with the development of MDNA11 as we initiate GLP and GMP manufacturing activities for future clinical development.
- Increased regulatory costs associated with preparation for the EOP2 meeting.
- Increased licensing and patent legal fees related to outsourced business development activities and timing of patent prosecution.

The above increases were partially offset by the following reductions:

- Lower discovery and preclinical expenses due to the transition from pre-clinical work to IND enabling and manufacturing activities related to MDNA11.
- Lower clinical trial costs due to completion of the Phase 2b rGBM clinical study.

General and Administrative Expenses

	Three months ended June 30, 2020	Three months ended June 30, 2019
	$	$
Depreciation expense	**10,075**	1,237
Stock based compensation	**96,414**	93,962
Facilities and operations	**70,873**	62,170
Legal, professional and finance	**246,854**	30,957
Salaries and benefits	**132,933**	154,383
Corporate communications	**84,350**	182,156
Other expenses	**90,586**	62,046
CPRIT grant claimed on eligible expenses	**-**	(125,372)
	732,085	461,539

General and administrative (“G&A”) expenses of $732,085 were incurred during the three months ended June 30, 2020, compared with $461,539 during the three months ended June 30, 2019.

The increase in G&A expenditures period over period is primarily attributed to lower amounts of expenses eligible for reimbursement from CPRIT in the current year as well as higher legal expenses in the current period due to activities associated with filing a shelf prospectus, preparation for US listing, qualifying our common shares with the Depository Trust Company and other corporate initiatives.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

	Jun. 30 2020	**Mar. 31 2020**	**Dec. 31 2019**	**Sept. 30 2019**	**June 30 2019**	**Mar. 31 2019**	**Dec. 31 2018**	**Sept. 30 2018**
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Revenue	-	-	-	-	-	-	-	-
General and administration	732,085	529,338	741,786	642,548	461,539	414,154	437,218	443,363
Research and development	1,813,105	2,135,410	1,659,444	1,246,292	828,442	661,314	1,275,896	445,814
Net loss	(2,351,665)	(2,688,713)	(2,389,463)	(1,904,259)	(1,294,634)	(1,049,074)	(1,723,081)	(897,659)
Basic and diluted loss per share	(0.05)	(0.07)	(0.07)	(0.07)	(0.05)	(0.04)	(0.07)	(0.04)
Total assets	40,919,573	37,996,268	7,315,780	2,243,789	3,674,228	5,187,428	6,017,780	3,408,806
Total liabilities	1,547,407	1,847,196	1,993,314	2,050,249	1,897,899	2,570,871	2,512,414	2,173,528

R&D expenses fluctuate quarter over quarter based on the amount of expenditures eligible for CPRIT reimbursement in the period as well as the pace of the clinical trial enrollment during the period. During the three months ended June 30, 2020, March 31, 2020, December 31, 2019 there were no CPRIT expenses eligible for offset vs. the comparable quarters in the prior year where there were eligible expenses resulting in lower expenditures in the prior year period.

G&A expenses are higher beginning with the quarter ended September 30, 2019 due to no expenditures claimed for CPRIT reimbursement as well as higher stock-based compensation costs and expenses associated with investor relations activities. In the quarter ended June 30, 2020, G&A expenses were further increased due to costs associated with preparing for a US listing.

LIQUIDITY AND CAPITAL RESOURCES

Since inception, the Company has devoted its resources to funding R&D programs, including securing intellectual property rights and licenses, conducting discovery research, manufacturing drug supplies, initiating preclinical and clinical studies, submitting regulatory dossiers and providing administrative support to R&D activities, which has resulted in an accumulated deficit of $33,418,385 as of June 30, 2020. With current revenues only consisting of interest earned on excess cash, cash equivalents and marketable securities, losses are expected to continue while the Company's R&D programs are advanced.

We currently do not earn any revenues from our drug candidates and are therefore considered to be in the development stage. As required, the Company will continue to finance its operations through the sale of equity or pursue non-dilutive funding sources available to the Company in the future. The continuation of our research and development activities for both MDNA55 and MDNA11 and the commercialization of MDNA55 is dependent upon our ability to successfully finance and complete our research and development programs through a combination of equity financing and revenues from strategic partners. We have no current sources of revenues from strategic partners.

Management has forecasted that the Company's current level of cash will be sufficient to execute its current planned expenditures for more than the next 24 months without further financing being obtained.

CASH POSITION

At June 30, 2020, we had a cash, cash equivalents and marketable securities balance of $40,631,008, compared to $37,700,202 at March 31, 2020. We invest cash in excess of current operational requirements in highly rated and liquid instruments. Working capital at June 30, 2020 was $39,260,860 (March 31, 2020: $36,037,022).

We also have up to US$1.4 million remaining available under the CPRIT grant to be used towards the development of MDNA55.

We do not expect to generate positive cash flow from operations for the foreseeable future due to additional R&D expenses, including expenses related to drug discovery, preclinical testing, clinical trials, chemistry, manufacturing and controls and operating expenses associated with supporting these activities. It is expected that negative cash flow from operations will continue until such time, if ever, that we receive regulatory approval to commercialize any of our products under development and/or royalty or milestone revenue from any such products should they exceed our expenses.

CONTRACTUAL OBLIGATIONS

CPRIT assistance

In February 2015, the Company received notice that it had been awarded a grant by CPRIT whereby the Company is eligible to receive up to US$14,100,000 on eligible expenditures over a three year period related to the development of the Company's phase 2b clinical program for MDNA55. In October 2017, the Company was granted a one-year extension to the grant allowing expenses to be claimed over a four-year period ending February 28, 2019. On February 4, 2019 the Company was approved for a further six-month extension ending August 31, 2019, on July 25, 2019 an additional six-month extension was granted to February 28, 2020 and on January 6, 2020 an additional six-month extension was granted to August 28, 2020.

Of the US$14.1 million grant approved by CPRIT, Medicenna has received US$12.7 million from CPRIT as of June 30, 2020. The Company is eligible to receive the remaining US$1.4 million upon the achievement of certain criteria as determined by CPRIT, from time to time. There can be no assurances that the balance of such grants will be received from CPRIT.

Ongoing program funding from CPRIT is subject to a number of conditions including the satisfactory achievement of milestones that must be met to release additional CPRIT funding, proof the Company has raised 50% matching funds and maintaining substantial functions of the Company related to the project grant in Texas as well as using Texas-based subcontractor and collaborators wherever possible. There can be no assurances that the Company will continue to meet the necessary CPRIT criteria, satisfactorily achieve milestones, or that CPRIT will continue to advance additional funds to the Company.

If the Company is found to have used any grant proceeds for purposes other than intended, is in violation of the terms of the grant, or relocates its MDNA55 related operations outside of the state of Texas, then the Company is required to repay any grant proceeds received.

Under the terms of the grant, the Company is also required to pay a royalty to CPRIT, comprised of 3-5% of revenues on net sales of MDNA55 until aggregate royalty payments equal 400% of the grant funds received at which time the ongoing royalty will be 0.5%.

During the three months ended June 30, 2020, the Company did not receive any funds from CPRIT (June 30, 2019: $991,840).

Intellectual Property

On August 21, 2015, the Company exercised its right to enter into two license agreements with Stanford (the "Stanford License Agreements"). In connection with this licensing agreement the Company issued 649,999 common shares with a value of $98,930 to Stanford and affiliated inventors. The value of these shares has been recorded as an intangible asset that is being amortized over the life of the underlying patents. As at June 30, 2020, the Company's intangible assets have a remaining capitalized net book value of $75,022 (March 31, 2020: $76,259).

The development milestones under the Stanford License Agreements were updated during the year ended March 31, 2020 to reflect the current stage of development of the Company's programs. In connection with the amendment of the Stanford License Agreements, Medicenna paid a US$150,000 fee to Stanford.

The Company has entered into various license agreements with respect to accessing patented technology. In order to maintain these agreements, the Company is obligated to pay certain costs based on timing or certain milestones within the agreements, the timing of which is uncertain. These costs include ongoing license fees, patent prosecution and maintenance costs, royalty and other milestone payments. As at March 31, 2020, the Company is obligated to pay the following:

- Patent licensing costs due within 12 months totaling $70,500.
- Patent licensing costs, including the above, due within the next five years totaling $1,283,100.

- Given the current development plans and expected timelines of the Company it is assumed that project milestones of US$50,000 and US$100,000 will be due in the next five years.

- Project milestone payments, assuming continued success in the development programs, of uncertain timing totaling US$2,650,000 and an additional US$2,000,000 in sales milestones.

- A liquidity payment of $356,548 is due to the NIH which represents the remaining payments resulting from the Company's liquidity event in March 2017.

As part of these license agreements, the Company has committed to make certain royalty payments based on net sales to the NIH and Stanford.

As of June 30, 2020, we have the following obligations to make future payments, representing contracts and other commitments that are known and committed:

	Payments Due by Period			
Contractual obligations	**Less than 1 year**	**1-3 years**	**3-5 years**	**Total**
Patent licensing costs, minimum annual royalties per license agreements	$ 70,500	$ 465,300	$ 747,300	$ 1,283,100
Lease payments	$ 41,460	$ 38,005	$ 0	$ 79,465
Liquidity event payment	$ 356,548	$ 0	$ 0	$ 356,548

The Company cannot reasonably estimate future royalties which may be due upon the regulatory approval of MDNA55 or MDNA11.

As at June 30, 2020, the Company had obligations to make future payments, representing significant research and development and manufacturing contracts and other commitments that are known and committed in the amount of approximately $5,850,000, of which $465,000 has been paid or accrued at June 30, 2020. Most of these agreements are cancellable by the Company with notice. These commitments include agreements for manufacturing and preclinical studies.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material undisclosed off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel, which consists of the Company's officers (Dr. Fahar Merchant, President and Chief Executive Officer, Ms. Elizabeth Williams, Chief Financial Officer, and Ms. Rosemina Merchant, Chief Development Officer) and directors, received the following compensation for the following periods:

	Three months ended June 30, 2020	Three months ended June 30, 2019
	$	$
Salaries and wages	**222,937**	222,937
Board fees	**28,599**	35,560
Stock option expense	**157,993**	136,679
	409,529	395,176

As at June 30, 2020, the Company had trade and other payables in the normal course of business, owing to directors and officers of $69,540 (2019: $390,066) related to board fees and accrued vacation.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The significant accounting policies of the Company are described in note 2 of the audited consolidated financial statements for the year ended March 31, 2020 and available on SEDAR (www.sedar.com).

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates. Critical judgements in applying the Company's accounting policies are detailed in the audited consolidated financial statements for the year ended March 31, 2020 filed on SEDAR (www.sedar.com).

FINANCIAL INSTRUMENTS

(a) Fair value

The Company's financial instruments recognized on the consolidated statements of financial position consist of cash, cash equivalents, marketable securities, government grant receivable, other receivables, accounts payable and accrued liabilities, and license fee payable. The fair value of these instruments, approximate their carry values due to their short-term maturity.

Classification of financial instruments

Financial instruments measured at fair value on the statement of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management intent as outlined below:

Cash, cash equivalents and marketable securities are measured using Level 1 inputs and changes in fair value are recognized through profit or loss, with changes in fair value being recorded in net earnings at each period end.

Other receivables and government grant receivable are measured at amortized cost less impairments.

Accounts payable, accrued liabilities, deferred government grants and license fee payable are measured at amortized cost.

The Company has exposure to the following risks from its use of financial instruments: credit, interest rate, currency and liquidity risk. The Company reviews its risk management framework on a quarterly basis and makes adjustments as necessary.

(b) Financial risk management

We have exposure to credit risk, liquidity risk and market risk. Our Board of Directors has the overall responsibility for the oversight of these risks and reviews our policies on an ongoing basis to ensure that these risks are appropriately managed.

i. Credit risk

Credit risk arises from the potential that a counterparty will fail to perform its obligations. The financial instruments that are exposed to concentrations of credit risk consist of cash and cash equivalents and marketable securities.

The Company attempts to mitigate the risk associated with cash and cash equivalents by dealing only with major Canadian financial institutions with good credit ratings.

ii. Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Company will fluctuate because of changes in market interest rates. The Company believes that its exposure to interest rate risk is not significant.

iii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles all of its financial obligations out of cash. The ability to do so relies on the Company maintaining sufficient cash in excess of anticipated needs. As at June 30, 2020, the Company's liabilities consist of trade and other payables that have contracted maturities of less than one year.

iv. Currency risk

Currency risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk from employee costs as well as the purchase of goods and services primarily in the United States and the cash balances held in foreign currencies. Fluctuations in the US dollar exchange rate could have a significant impact on the Company's results. Assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in an increase or decrease in loss and comprehensive loss for the three months ended June 30, 2020 of $364,968 (June 30, 2019: $83,037).

Balances in US dollars are as follows:

	June 30, 2020	March 31, 2020
	$	$
Cash and cash equivalents	**3,534,009**	134,835
Accounts payable and accrued liabilities	**(858,490)**	(899,992)
	2,675,519	(765,157)

(c) Managing Capital

The Company's objectives, when managing capital, are to safeguard cash, cash equivalents and marketable securities as well as maintain financial liquidity and flexibility in order to preserve its ability to meet financial obligations and deploy capital to grow its businesses.

The Company's financial strategy is designed to maintain a flexible capital structure consistent with the objectives stated above and to respond to business growth opportunities and changes in economic conditions. In order to maintain or adjust its capital structure, the Company may issue shares or issue debt (secured, unsecured, convertible and/or other types of available debt instruments).

There were no changes to the Company's capital management policy during the year. The Company is not subject to any externally imposed capital requirements.

USE OF PROCEEDS

The following table provides an update on the anticipated use of proceeds raised in the October 2019 equity offering along with amounts actually expended. As of June 30, 2020, the following expenditures have been incurred:

Item	Amount to Spend	Spent to Date	Adjustments	Remaining to Spend
Continued clinical development of MDNA55	$ 1,400,000	$ 1,400,000	-	-
Preclinical development of lead IL2 Superkine MDNA11	$ 2,375,000	$ 2,375,000	-	-
General corporate and working capital purposes	$ 2,392,002	$ 1,268,344	-	$ 1,123,658
Total	**$ 6,167,002**	**$ 5,043,344**	$ -	**$ 1,123,658**

The following table provides an update on the anticipated use of proceeds raised in the 2020 Public Offering along with amounts actually expended. Following completion of the 2020 Public Offering, Medicenna selected MDNA11 as its lead IL-2 candidate over MDNA19 to progress to the clinic and, as such, proceeds from the 2020 Public Offering, which were initially allocated to the development of MDNA19, have been re-directed to the development of MDNA11 in the same proportions As of June 30, 2020, the following expenditures have been incurred:

Item	Amount to Spend	Spent to Date	Adjustments	Remaining to Spend
Preclinical development	$ 3,300,000	-	-	$ 3,300,000
Manufacturing of clinical batch	$ 4,400,000	$ 99,749	-	$ 4,300,251
Clinical development	$ 13,150,000	-	-	$ 13,150,000
General corporate and working capital purposes	$ 11,350,000	-	-	$ 11,350,000
Total	**$ 32,200,000**	**$ 99,749**	$ -	**$ 32,100,251**

RISKS AND UNCERTAINTIES

An investment in the Company's common shares (the "Common Shares") involves a high degree of risk and should be considered speculative. An investment in the Common Shares should only be undertaken by those persons who can afford the total loss of their investment. Investors should carefully consider the risks and uncertainties set forth below, as well as other information described elsewhere in this MD&A. The risks and uncertainties below are not the only ones the Company faces. Additional risks and uncertainties not presently known to Medicenna or that Medicenna believes to be immaterial may also adversely affect Medicenna's business. If any of the following risks occur, Medicenna's business, financial condition and results of operations could be seriously harmed and you could lose all or part of your investment. Further, if Medicenna fails to meet the expectations of the public market in any given period, the market price of the Common Shares could decline. Medicenna operates in a highly competitive environment that involves significant risks and uncertainties, some of which are outside of Medicenna's control.

Please refer to our MD&A and annual information form for the year ended March 31, 2020 for a complete discussion of risks and uncertainties.

- We have no sources of product revenue and will not be able to maintain operations and research and development without sufficient funding.
- We are highly dependent upon certain key personnel and their loss could adversely affect our ability to achieve our business objective.
- If we breach any of the agreements under which we license rights to product candidates or technology from third parties, we can lose license rights that are important to our business. Our current license agreements may not provide an adequate remedy for breach by the licensor.
- Clinical drug development involves a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results and our product candidates may not have favourable results in later trials or in the commercial setting.
- We are subject to the restrictions and conditions of the CPRIT agreement. Failure to comply with the CPRIT agreement may adversely affect our financial condition and results of operations.
- If our competitors develop and market products that are more effective than our existing product candidates or any products that we may develop, or obtain marketing approval before we do, our products may be rendered obsolete or uncompetitive.
- We rely and will continue to rely on third parties to plan, conduct and monitor preclinical studies and clinical trials, and their failure to perform as required could cause substantial harm to our business.
- We rely on contract manufacturers over whom we have limited control. If we are subject to quality, cost or delivery issues with the preclinical and clinical grade materials supplied by contract manufacturers, business operations could suffer significant harm.
- Our future success is dependent primarily on the regulatory approval of a single product. MDNA55 is in the mid stages of clinical development and MDNA11 in pre-clinical development and, as a result, we will be unable to predict whether we will be able to profitably commercialize our product.
- We will be subject to extensive government regulation that will increase the cost and uncertainty associated with gaining final regulatory approval of its product candidates.
- Negative results from clinical trials or studies of third parties and adverse safety events involving the targets of our products may have an adverse impact on future commercialization efforts.
- If we are unable to enroll subjects in clinical trials, we will be unable to complete these trials on a timely basis.
- We face the risk of product liability claims, which could exceed our insurance coverage and produce recalls, each of which could deplete cash resources.
- We may not achieve our publicly announced milestones according to schedule, or at all.
- Changes in government regulations, although beyond our control, could have an adverse effect on our business.
- Our significant shareholders may have material influence over our governance and operations.
- Our discovery and development processes involve use of hazardous and radioactive materials which may result in potential environmental exposure.
- If we are unable to successfully develop companion diagnostics for our therapeutic product candidates, or experience significant delays in doing so, we may not achieve marketing approval or realize the full commercial potential of our therapeutic product candidates.
- Significant disruption in availability of key components for ongoing clinical studies could considerably delay completion of potential clinical trials, product testing and regulatory approval of potential product candidates.
- Our success depends upon our ability to protect our intellectual property and its proprietary technology.
- Our potential involvement in intellectual property litigation could negatively affect our business.
- Our reliance on third parties requires us to share our trade secrets, which increases the possibility that a competitor will discover them.

- Product liability claims are an inherent risk of our business, and if our clinical trial and product liability insurance prove inadequate, product liability claims may harm our business.
- Our common share price has been volatile in recent years, and may continue to be volatile.
- Future sales or issuances of equity securities or the conversion of securities into Common Shares could decrease the value of the Common Shares, dilute investors' voting power, and reduce earnings per share.
- We are subject to foreign exchange risk relating to the relative value of the United States dollar.
- Any failure to maintain an effective system of internal controls may result in material misstatements of our consolidated financial statements or cause us to fail to meet the reporting obligations or fail to prevent fraud; and in that case, shareholders could lose confidence in our financial reporting, which would harm the business and could negatively impact the price of the Common Shares.
- Any future profits will likely be used for the continued growth of the business and products and will not be used to pay dividends on the issued and outstanding shares.
- We may pursue other business opportunities in order to develop our business and/or products.
- Generally, a litigation risk exists for any company that may compromise our ability to conduct our business.
- Our success depends on our ability to effectively manage our growth.
- We are likely a "passive foreign investment company," which may have adverse United States federal income tax consequences for United States shareholders.
- It may be difficult for non-Canadian investors to obtain and enforce judgments against us because of our Canadian incorporation and presence.

DISCLOSURE CONTROLS AND INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company has implemented a system of internal controls that it believes adequately protects the assets of the Company and is appropriate for the nature of its business and the size of its operations. The internal control system was designed to provide reasonable assurance that all transactions are accurately recorded, that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that our assets are safeguarded.

These internal controls include disclosure controls and procedures designed to ensure that information required to be disclosed by the Company is accumulated and communicated as appropriate to allow timely decisions regarding required disclosure.

Internal control over financial reporting means a process designed by or under the supervision of the Chief Executive Officer and the Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS as issued by the IASB.

The internal controls are not expected to prevent and detect all misstatements due to error or fraud. There were no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

As of June 30, 2020, the Company's management has assessed the effectiveness of our internal control over financial reporting and disclosure controls and procedures using the Committee of Sponsoring Organizations of the Treadway Commission's 2013 framework. Based on their evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that these controls and procedures are effective.

OTHER MD&A REQUIREMENTS

Outstanding Share Data

As at the date of this report, the Company has the following securities outstanding:

	Number
Common shares	48,814,933
Warrants	7,134,300
Stock options	4,067,500
Total	**60,016,733**

For a detailed summary of the outstanding securities convertible into, exercisable or exchangeable for voting or equity securities of Medicenna as at March 31, 2020, refer to notes 8, 9, and 10 in the audited 2020 annual financial statements of the Company.

Additional information relating to the Company, including the Company's annual information form in respect of fiscal year 2020, is available under the Company's profile on SEDAR at www.sedar.com.

Exhibit 99.3

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Fahar Merchant, Chairman, President and Chief Executive Officer of Medicenna Therapeutics Corp. ("Medicenna") certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Medicenna (the "issuer") for the interim period ended June 30, 2020.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

A. designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

   I. material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

   II. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

B. designed ICFR, or caused it 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 the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is Internal Control – Integrated Framework (COSO 2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

5.2 ***ICFR – material weakness relating to design:*** N/A

5.3 ***Limitation on scope of design:*** N/A

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on April 1, 2020 and ended on June 30, 2020 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: **August 4, 2020**

/s/ Fahar Merchant
Fahar Merchant
Chairman, President and Chief Executive Officer

Exhibit 99.4

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Elizabeth Williams, Chief Financial Officer of Medicenna Therapeutics Corp. ("Medicenna") certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Medicenna (the "issuer") for the interim period ended June 30, 2020.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

A. designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

   I. material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

   II. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

B. designed ICFR, or caused it 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 the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is Internal Control – Integrated Framework (COSO 2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

5.2 ***ICFR – material weakness relating to design:*** N/A

5.3 ***Limitation on scope of design:*** N/A

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on April 1, 2020 and ended on June 30, 2020 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: **August 4, 2020**

/s/ Elizabeth Williams
Elizabeth Williams
Chief Financial Officer

Exhibit 99.5

Medicenna Reports First Quarter Fiscal 2021 Financial Results and Operational Highlights

- Further advances in recurrent glioblastoma program including submission of End of Phase 2 ("EOP2") meeting package for MDNA55

- EOP2 meeting scheduled for 29th September, 2020 with FDA input expected in calendar Q4 2020

- Presented new preclinical data demonstrating the favorable safety profile and best-in-class potential of MDNA11 at ASCO 2020

- Depository Trust Certification ("DTC") approved in July 2020

TORONTO and HOUSTON, Aug. 04, 2020 (GLOBE NEWSWIRE) -- Medicenna Therapeutics Corp. ("Medicenna" or the "Company") (TSX: MDNA; OTCQB: MDNAF), a clinical stage immuno-oncology company, today announced its financial results and operational highlights for the quarter ended June 30, 2020. All dollar amounts are expressed in Canadian currency unless otherwise noted.

"I am very pleased with the progress made last quarter, as we were able to execute on planned clinical, scientific, and corporate milestones despite the unprecedented and industry wide challenges posed by COVID-19," said Dr. Fahar Merchant, President and CEO of Medicenna. "Our MDNA11 IL-2 super-agonist continues to advance rapidly towards the clinic, with compelling preclinical safety, efficacy, and pharmacodynamic data presented at the 2020 American Society of Clinical Oncology ("ASCO") meeting. We look forward to the continued development of this program, which will be facilitated by the recent $40 million financing. Notably, our fiscal first quarter also saw the advancement of our recurrent glioblastoma ("rGBM") program toward the next stage of development, with new data and analyses from our completed Phase 2b trial presented at ASCO demonstrating MDNA55's potential to change the treatment paradigm in this high need indication."

Dr. Merchant continued, "Looking forward, our accomplishments last quarter have left us well positioned for the continued achievement of value creating milestones throughout the remainder of the calendar year. We expect such milestones to include a productive EOP2 meeting with the FDA regarding MDNA55 as well as the initiation of IND-enabling studies for MDNA11 this quarter. Importantly, these expected regulatory advances, combined with our intended listing on Nasdaq this year, will facilitate the continued near- and long-term growth of Medicenna through calendar year 2020 and beyond."

Program highlights for the quarter ended June 30, 2020, along with recent developments, include:

MDNA55: Recurrent Glioblastoma Program:

- In July, 2020 Medicenna submitted its EOP2 meeting package to the FDA and feedback from the FDA is expected in calendar Q4 2020 following this meeting which has been scheduled for 29th September, 2020.

- On May 29, 2020, Medicenna announced that Dr. John Sampson presented new data and analyses from a Phase 2b clinical trial of MDNA55 in rGBM patients at the 2020 ASCO virtual meeting. Results showed a 126% increase in median overall survival ("mOS") in Medicenna's proposed patient population (mOS = 15.8 months) compared to an eligibility matched synthetic control arm (mOS = 7.0 months). The proposed patient population included all MDNA55-treated trial participants with high IL4R expression and participants with low IL4R expression that received a high dose of MDNA55 treatment.

MDNA11: IL-2 Superkine Program

- On May 29, 2020 Medicenna announced presentation of data at the 2020 ASCO virtual meeting related to MDNA11, the Company's long-acting IL-2 super-agonist. Non-human primate data demonstrated that MDNA11 could induce up to 10-fold expansion in cancer fighting immune cells without: (a) generating anti-drug antibodies, (b) causing hypotension associated with vascular leak syndrome, (c) cytokine storms, or (d) other undesirable immune mediated side effects. Further, monotherapy with MDNA11 treatment led to durable tumor control for over 200 days and a strong immune memory response in a murine colon cancer model.

Operational Highlights

- On July 29, 2020 Medicenna received confirmation that its shares were DTC eligible, allowing non-Canadian investors to easily trade the Company's stock through the broker of their choice.

- On April 15, 2020 Medicenna announced that agents exercised their over-allotment option in connection with the Company's public offering of common shares completed on March 17, 2020. As a result of the exercise of this over-allotment option, Medicenna received additional gross proceeds of approximately $5.2M for total gross proceeds of $40.25M, which the Company will use to advance its IL-2 superkine program.

Upcoming Milestones

Medicenna will focus on achieving the following milestones in the upcoming quarters:

- Discuss the development path for MDNA55 for rGBM with the FDA at the EOP2 meeting scheduled for 29th September, 2020. Medicenna expects that feedback from this meeting will be available in Q4 of calendar 2020.
- Initiation of IND enabling studies for MDNA11 in Q3 of calendar 2020.
- Intended Nasdaq listing in calendar 2020.
- Initiation of Phase 1 clinical study for MDNA11 in H1 of calendar 2021.

Medicenna's intended listing on the Nasdaq is subject to Medicenna meeting the requirements and criteria to complete such listing, and there can no assurance that such requirements and criteria will be satisfied.

Financial Results

Net loss for the quarter ended June 30, 2020 was $2,351,665, or $0.05 per share, compared to a loss of $1,294,634, or $0.05 per share, for the quarter ended June 30, 2019. The increase in net loss for the quarter ended June 30, 2020 compared with the quarter ended June 30, 2019 was primarily a result of no reimbursement under the CPRIT grant in the current year period compared with a reimbursement of $994,648 in the prior year period.

Research and development expenses of $1,813,105 were incurred during the year ended June 30, 2020, compared with $828,442 incurred in the year ended June 30, 2019. The increase in expenses in the current quarter is primarily attributable to no reimbursement under the CPRIT grant related to research and development expenses in the current year period compared with a reimbursement of $869,276 in the prior year period.

General and administrative expenses of $732,085 were incurred during the quarter ended June 30, 2020, compared with $461,539 during the quarter ended June 30, 2019. This increase in expenditures is primarily attributed to no reimbursement from CPRIT in the current year period as well as higher legal expenses in the current year period due to corporate initiatives.

Medicenna had cash, cash equivalents and marketable securities of $40,631,008 at June 30, 2020. These funds provide the Company with sufficient capital to late 2022 based on its current plans and projections.

The press release, the financial statements and the management's discussion and analysis for the quarter ended June 30, 2020 will be available on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

About Medicenna

Medicenna is a clinical stage immunotherapy company focused on the development of novel, highly selective versions of IL-2, IL-4 and IL-13 Superkines and first in class Empowered Cytokines™ (ECs) for the treatment of a broad range of cancers. Medicenna's lead IL4-EC, MDNA55, has completed a Phase 2b clinical trial for rGBM, the most common and uniformly fatal form of brain cancer. MDNA55 has been studied in five clinical trials involving 132 patients, including 112 adults with rGBM. MDNA55 has demonstrated compelling efficacy and has obtained Fast-Track and Orphan Drug status from the FDA and FDA/EMA respectively. Medicenna's long-acting IL2 Superkine asset, MDNA11, is potentially a best-in-class next-generation IL-2 with superior CD122 binding without CD25 affinity and therefore preferentially stimulating cancer killing effector T cells and NK cells when compared to competing IL-2 programs. It is anticipated that MDNA11 will be ready for the clinic in 2021. For more information, please visit www.medicenna.com.

This news release contains forward-looking statements under applicable securities laws. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects", "believes" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, that our MDNA11 IL-2 super-agonist continues to advance rapidly towards the clinic, that our accomplishments last quarter have left us well positioned for the continued achievement of value creating milestones throughout the remainder of the calendar year, that the End of Phase 2 meeting with the FDA regarding MDNA55 will be productive and will be held on September 29, 2020, that we will initiate IND-enabling studies for MDNA11 in calendar Q3, our planned listing on Nasdaq later this year and other regulatory advances, will facilitate the continued near- and long-term growth of Medicenna through calendar year 2020 and beyond, the planned initiation of a Phase 1 clinical study for MDNA11 will occur in H1 of calendar 2021 and statements related to the future plans and objectives of the Company, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include the risks detailed in the annual information form of the Company dated May 14, 2020 and in other filings made by the Company with the applicable securities regulators from time to time.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-

looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements only as expressly required by applicable securities laws.

Further Information

For further information about the Company please contact:

Elizabeth Williams, Chief Financial Officer, 416-648-5555, ewilliams@medicenna.com

Investor Contact

For more investor information, please contact:

Dan Ferry, Managing Director, LifeSci Advisors, 617-430-7576, daniel@lifesciadvisors.com

Exhibit 99.6

Medicenna to Present at Raymond James Human Healthcare Innovation Conference

TORONTO, **Ontario** and **HOUSTON**, **Texas**, June 11, 2020 - Medicenna Therapeutics Corp. ("Medicenna" or the "Company") (TSX: MDNA; OTCQB: MDNAF), a clinical stage immuno-oncology company, today announced that Dr. Fahar Merchant, President, CEO and Chairman of the Board of Medicenna, will present a corporate overview at the Raymond James 2020 Human Healthcare Innovation Conference on Thursday, June 18th, 2020, at 1:40 PM ET.

A live webcast of the presentation may be accessed at https://kvgo.com/raymondjames/medicenna-therapeutics-june-2020. A replay of the presentation will be available after the event by visiting the Investor Relations section of Medicenna's website at https://ir.medicenna.com/.

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This news release contains forward-looking statements relating to the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects", "believes" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements related to the future plans and objectives of the Company, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include the risks detailed in the annual information form of the Company dated May 14, 2020 and in other filings made by the Company with the applicable securities regulators from time to time.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect and that study results could change over time as the study is continuing to follow up all patients and new data are continually being received which could materially change study results. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements only as expressly required by Canadian securities law.

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CODE OF BUSINESS CONDUCT AND ETHICS

1. Statement of Policy

Medicenna Therapeutics Corp. (the "Company") is committed to the highest standards of legal and ethical business conduct. This Code of Business Conduct and Ethics (the "Code") summarizes the legal, ethical and regulatory standards that the Company must follow and is a reminder to the directors, officers and employees of the seriousness of that commitment. Compliance with this Code and high standards of business conduct is mandatory for every director, officer and employee of the Company. The Code should also be provided to and followed by all of the Company's agents and representatives, including its consultants, to the same extent required of directors, officers and employees of the Company.

To help the directors, officers and employees of the Company understand what is expected of them and to carry out their responsibilities, we have created this Code. While this Code covers a wide range of business practices and procedures, it is not intended to be a comprehensive guide to all of our policies or to all of your responsibilities under the applicable laws or regulations or applicable rules and guidelines of any stock exchange on which the securities of the Company are listed. Rather, this Code sets out basic principles to help resolve the ethical and legal issues that you may encounter in conducting our business. As such, this Code functions as a guideline, or a minimum requirement, that must always be followed. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts or any questions relating to the policies or application of the Code, you should ask your supervisors how to handle the situation.

We expect each of the directors, officers and employees of the Company to read and become familiar with the ethical standards described in this Code. Violations of the law, our corporate policies or this Code may lead to disciplinary action, including termination of employment or service with the Company.

2. We Insist on Honest and Ethical Conduct

We have built our business through the assistance of quality employees and representatives who adhere to the very highest standards of honesty, ethics and fairness in our dealings with all of our business contacts. We place the highest value on the integrity of the directors, our officers and our employees of the Company, and demand this level of integrity in all our dealings. We insist on not only ethical dealings with others, but on the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

a. Competition and Fair Dealing

All directors, officers and employees of the Company are required to deal honestly and fairly with our customers, suppliers, competitors, other employees and other third parties. We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of others is prohibited. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair practice.

b. Conflicts of Interest; Corporate Opportunities

The directors, officers and employees of the Company should not be involved in any activity that creates or gives the appearance of a conflict of interest between their personal interests and the interests of the Company. A conflict of interest occurs when an individual's private interest interferes in any way or may appear to interfere with the interests of the Company as a whole. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interests may also arise when a director, officer or employee, or a member of his or her family, receives an improper personal benefit as a result of his or her position with the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It may be a conflict of interest for a director, officer or employee to work simultaneously for a competitor, customer or supplier. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. In particular, except as provided below, no director, officer or employee shall:

i. be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that:

- markets products or services in direct competition with our current or potential therapeutic programs or services involving IL-2, IL-4 or IL-13 cytokines, their mutants, fusions or conjugates;
- supplies products or services to the Company; or
- purchases products or services from the Company;

ii. accept any personal loan or guarantee of obligations from the Company, except to the extent such arrangements have been approved by outside legal counsel and are legally permissible; or

iii. conduct business on behalf of the Company with immediate family members, which include your spouse, children, parents, siblings and persons sharing your same home whether or not legal relatives.

Directors, officers and employees must notify the Chairman of the Audit Committee of the Company of the existence of any actual or potential conflict of interest. With respect to officers or directors, the Board may make a determination that a particular transaction or relationship will not result in a conflict of interest covered by this policy. With respect to all other employees or agent, outside legal counsel, acting independently, or the Board may make such a determination. Any waivers of this policy as to an officer or director may only be approved by the Board of Directors of the Company. If you are not sure whether a potential matter constitutes a conflict of interest, please contact the Chairman of our Audit Committee, who will assist you in the determination.

c. Confidentiality

Our directors, officers and employees are entrusted with our confidential information and with the confidential information of our suppliers, customers or other business partners. This information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed, and may include (i) technical or scientific information about current and future products, services or research, (ii) business or marketing plans or projections, (iii) earnings and other internal financial data, (iv) personnel information, (v) supply and customer lists and (vi) other non-public information that, if disclosed, might be of use to our competitors, or harmful to our suppliers, customers or other business partners. This information is our property, or the property of our suppliers, customers or business partners, and in many cases was developed at great expense.

Our directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by the Company, their suppliers, customers or other business partners, except when disclosure is authorized by outside legal counsel or is otherwise required by applicable laws or regulations. This obligation to preserve confidential information continues even after your employment ends. In connection with this obligation, some employees may have executed a confidentiality agreement when he or she began his or her employment with the Company. Please see your confidentiality agreement, if any, and the Company's employee handbook for further information regarding your responsibilities in this area.

3. Record-Keeping

Honest and accurate recording and reporting of information is required of directors, officers and employees of the Company in order to make responsible business decisions. All of the books, records, accounts and financial statements of the Company must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor.

a. Protection and Proper Use of Corporation Assets

All directors, officers and employees should endeavor to protect the assets of the Company and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Equipment should not be used for non-Company business, though incidental personal use may be permitted. The law forbids persons from stealing the property of the Company, including cash, credit cards and other tangible and intangible assets. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's information technology system and other technology resources may be used only for legitimate business-related communications, though occasional personal use that is professional and does not interfere with the Company's business may be permitted. All directors, officers and employees are prohibited from sharing their passwords, or customers' passwords. The unauthorized use and/or disclosure of other users' passwords is prohibited. Employees must abide by all security restrictions on all of the Company's technology systems and resources and are prohibited from attempting to evade, disable or "crack" passwords or other security provisions or otherwise attempt to improperly access such systems or resources.

The obligation to protect the assets of the Company includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, lists of customers, data, codes, programs, methods, processes, and procedures in connection with the development and providing of the Company's products, market research, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, the Company's agreements with vendors and other third parties, financial information and projections, and other commercially sensitive information which is not readily available to the public through legitimate origins, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate policy of the Company, could be illegal and may result in civil or even criminal penalties. The obligation to preserve confidential information continues even after employment ends. The following is a summary of the main areas of intellectual property and confidential information:

(i) Patents are granted on inventions, such as new or improved machines, drug compounds, research discoveries, processes, computer programs, and methods of doing business. The Company strives to protect its inventions with patents. The inventions you create in the course of your employment belong to the Company.

(ii) Trademarks are distinctive symbols, words or groups of words that distinguish the products or services of a particular company from those of other companies. Consistent and careful usage of all trademarks of the Company is imperative.

(iii) Copyrights protect original works of authorship, such as written materials, software, audio- visual works, photographs, drawings, illustrations and similar works. An employee who creates a work in the scope of his or her employment creates it as a work made for hire, thus the Company is the owner of the copyright. However, the copyright of a work rests initially with the author or authors of the work, therefore it is essential that all contracts involving work to be done for the Company by a third party secure ownership of the copyright in that work for the Company.

(iv) Confidential Information is any information that gives the Company a competitive edge in the marketplace or that would harm the Company if disclosed inappropriately. Remember to stamp all confidential information with approved confidential and proprietary markings. You should not leave confidential information in places where it could be easily seen or found by unauthorized individuals. You should not discuss confidential information in public places where you could be overheard. Follow the required procedures for safeguarding and disposing of confidential information, rather than throwing it away in an ordinary garbage can.

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

4. Provide Full, Fair, Accurate, Timely and Understandable Disclosure

We are committed to providing our stockholders and investors with full, fair, accurate, timely and understandable disclosure in the reports of the Company. You must take all steps available to assist the Company in these responsibilities. To this end, directors, officers and employees of the Company shall:

a) not make false or misleading entries in our books and records for any reason;

b) notify the Chief Financial Officer (the “CFO”) of the Company, or other person operating in such a capacity, if they become aware of an unreported or questionable transaction;

c) maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;

d) prohibit the establishment of any undisclosed or unrecorded funds or assets;

e) maintain a system of internal control over financial reporting that will provide reasonable assurances to our management that material information about the Company is made known to management, particularly during the periods in which our periodic reports are being prepared; and

f) present information in a clear and orderly manner and avoid the use of unnecessary legal and financial language in the information provided to stockholders and, if applicable, our periodic reports.

5. Special Ethical Obligations for Employees with Financial Reporting Responsibilities

The Chief Executive Officer ("CEO"), CFO, controller, or other persons performing similar functions for the Company (collectively, the "Principal Officers"), each bear a special responsibility for promoting integrity throughout the Company. Furthermore, each of our Principal Officers has specific responsibilities with respect to the financial reporting and public disclosures of the Company. Because of this special role, our Principal Officers are bound by the following Financial Officer Code of Ethics, and each agrees that he or she will:

a) Act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interests between personal and professional relationships;

b) Comply with all applicable laws, rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies applicable to the performance of his or her duties with the Company;

c) Comply with the established accounting procedures, system of internal control over financial reporting of the Company and generally accepted accounting principles;

d) Promptly disclose to the Audit Committee any significant deficiencies in the design or operation of the internal control over financial reporting of the Company impacting the collection and reporting of financial data and any fraud involving management or other employees who play a significant role in the internal control over financial reporting of the Company; and

e) Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, stock exchanges, securities commissions or governmental agencies, and in other public communications made by the Company.

6. We Comply with all Laws, Rules and Regulations

We are committed to full compliance with the laws and regulations of the cities, provinces and countries in which we operate. We expect all of our directors, officers and employees to obey the law. Specifically, we are committed to:

a) maintaining a safe and healthy work environment and complying with all applicable safety and health laws. As appropriate, the Company will develop, implement, review and update programs designed to comply with the applicable Occupational Health and Safety legislation standards;

b) promoting a workplace that is free from discrimination or harassment based on race, color, religion, sex, age, national origin, disability or other factors that are unrelated to the business interests of the Company;

c) supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;

d) conducting our activities in full compliance with all applicable environmental laws;

e) prohibiting any illegal payments, gifts or gratuities to any government or government employee. All directors, officers and employees shall refer to the Company's policies regarding guidelines on the receipt or acceptance of gifts, entertainment or other items from vendors, customers and business partners;

f) prohibiting the unauthorized use, reproduction, or distribution of any third party's trade secrets, copyrighted information or confidential information; and

g) complying with all applicable securities laws and applicable rules and guidelines of any stock exchange on which the securities of the Company are listed.

7. Government and Third-Party Investigations

The Company may be subjected to information requests, inspections or investigations by governmental entities or private, third-party litigants. The policy of the Company is to cooperate fully with all legal and reasonable information requests, inspections or investigations, but the CEO, CFO or other persons performing similar functions for the Company (collectively, the "Executive Officers") are responsible for determining how the Company will respond to such actions. Individual directors, officers and employees are not authorized to respond to such actions without first consulting with an Executive Officer.

All directors, officers and employees should notify an Executive Officer immediately about any governmental or third-party information request, inspection, investigation, search warrant or subpoena of the Company or its personnel or customers. All directors, officers and employees should notify an Executive Officer immediately about any information request, inspection or investigation by any stock exchange or self-regulatory organization that is directed to the Company or its personnel before any information is given to the entity.

8. Political Activities

All directors, officers and employees shall comply with all applicable local, provincial and federal laws regulating contributions to political candidates, campaigns and parties.

All directors, officers and employees are prohibited from making any contribution in the Company's name to any local, provincial or federal political candidate, campaign or party. A personal contribution to a political candidate does not violate this policy. Directors, officers and employees may not seek reimbursement from the Company for political contributions previously made to any local, provincial, or federal political candidate, campaign or party. Directors, officers and employees are prohibited from using the Company for political purposes. Casual visits to the Company by political figures do not violate this policy. Directors, officers and employees should obtain written approval of an Executive Officer before establishing any provincial or federal political action committee.

The Company in no way seeks to discourage any person from participating on an individual basis in political activities on the person's own time. No director, officer or employee, however, may use the Company's name in connection with individual political activities, except if the employee is required by law to identify where he or she is employed in connection with a permitted transaction.

9. Money Laundering

People involved in criminal activities such as drug trafficking, fraud, smuggling, organized crime and others, may try to "launder" the proceeds of their crimes. This is attempted by structuring transactions or using other methods to move their money through various financial systems or institutions around the world to hide the origin of the money, making their funds appear legitimate. Instead of attempting to "clean" illegal funds, terrorists may use legally obtained money, such as charitable contributions, and transform them into funds used for terrorist activities.
The Company takes a strong stance against the practice of money laundering and takes all reasonable measures to prevent its services from being used for illegal purposes. If there is any concern about the reputation, integrity or source of funds of a customer or business associate, the Company will not conduct business with that person or business.

10. Compliance Procedures; Reporting Violations; and Effect of Violations

Compliance with this Code, first and foremost, is the individual responsibility of every director, officer and employee. We attempt to foster a work environment in which ethical issues and concerns may be raised and discussed with supervisors or with others without the fear of retribution. It is our responsibility to provide a system of reporting and access when you wish to report a suspected violation, or to seek counseling, and the normal chain of command cannot, for whatever reason, be used.

a. Administration

Our Board of Directors and Audit Committee have established the standards of business conduct contained in this Code and oversee compliance with this Code. This Code will be included in the orientation of new employees and provided to existing directors, officers and employees on an on-going basis.

b. Reporting Violations and Questions

Directors, officers and employees must promptly report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code in accordance with the Company's Whistleblower Policy. Any questions or violation reports will be addressed immediately and seriously.

c. No Retaliation

We will not allow any retaliation against a director, officer or employee who acts in good faith in reporting any violation. All reports will be treated confidentially to every extent possible.

d. Internal Investigation

When an alleged violation of the Code is reported, we shall take prompt and appropriate action in accordance with the law and regulations otherwise consistent with good business practices. If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether employee, a stockholder or other interested person regarding the Company's financial disclosure, internal accounting controls, questionable auditing or accounting matters or practices or other issues relating to our accounting or auditing, then the investigator should immediately notify the Chairman of the Audit Committee. Additionally, if a suspected violation involves any director or executive officer or if the suspected violation concerns any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, the investigator, or any person who received such report should immediately report the alleged violation to the Chairman of the Audit Committee. The Chairman of the Audit Committee or outside legal counsel, as applicable, shall assess the situation and determine the appropriate course of action. At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.

e. Retention of Reports and Complaints

All reports or complaints made to or received by the Audit Committee shall be logged into a record maintained for a period of five (5) years.

f. Consequences of a Violation

Directors, officers and employees that violate any laws, governmental regulations or this Code will face appropriate, case specific disciplinary action, which may include demotion or immediate discharge.

11. At Will Employment

Nothing in this Code shall confer upon employees any right to continue in the employment of the Company for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Company (or any parent or subsidiary of the Company employing or retaining the employee) or of the employee, which rights are hereby expressly reserved by each, to terminate employee's service with the Company at any time for any reason, with or without cause.

12. Waivers

Waivers of any provision of this Code will only be granted in exceptional circumstances. Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed as required by any applicable law or applicable rules and guidelines of any stock exchange on which the securities of the Company are listed.