IntelGenx Technologies Corp.
Form 424B5
October 19, 2018

Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-227498

Prospectus Supplement
(To Prospectus dated October 4, 2018)

IntelGenx Technologies Corp.

17,144,314 Units

Each Unit Consisting of One Share of Common Stock

and

One Half of One Warrant to Purchase One Share of Common Stock

We are offering 17,144,314 units (the Units). Each Unit consists of one share of our common stock (the Common Stock) and one half of one warrant, each whole warrant to purchase one whole share of Common Stock at an exercise price of $1.00 per share (each whole warrant, a Warrant and such offering, the Offering). The Warrants will be immediately exercisable and will expire on the three year anniversary of the issuance date. The shares of Common Stock and Warrants comprising the Units are immediately separable and will be issued separately in this Offering.

Our Common Stock is quoted on the OTCQX under the symbol IGXT and on the TSX Venture Exchange (the TSX-V) under the symbol IGX . The closing price of our Common Stock as quoted on the OTCQX on October 17, 2018 was $0.87, and the closing price of our Common Stock on the TSX-V on October 17, 2018 was CDN $1.10. There is no trading market for the Warrants and we do not intend to list the Warrants on any national securities exchange or quotation system. Without an active market, the liquidity of the Warrants will be limited. We are also offering the shares of Common Stock that are issuable from time to time upon exercise of the Warrants being offered by this prospectus supplement. This Offering is being made on a best efforts basis. The securities to be issued pursuant to the Over-Allotment Option (as defined below) are also being registered pursuant to this prospectus supplement.

Investing in our securities involves a high degree of risk. You should invest in the Common Stock only if you can afford to lose your entire investment. See Risk Factors beginning on page S-10.

We have engaged H.C. Wainwright & Co., LLC (Wainwright or the placement agent) to act as our exclusive placement agent in the United States in connection with this Offering. Wainwright is not purchasing or selling the securities offered by us, and is not required to sell any specific number or dollar amount of securities, but will use its reasonable best efforts to arrange for the sale of the securities offered. We have agreed to pay Wainwright a placement fee equal to 7% of the aggregate gross proceeds to us from the sale of the securities in the Offering in the United States, subject to reduction to 3.5% of the aggregate gross proceeds to us from the sale of securities to certain identified investors only, plus additional compensation to the placement agent as described under Plan of Distribution . Wainwright may engage one or more sub-agents or selected dealers in connection with this Offering in the United States.

	Per Unit	**Total**

Public offering price	$0.70	$12,001,019.80
Placement agent fees (1)	$0.049	$840,071.39
Proceeds to us, before expenses	$0.651	$11,160,948.41

(1) We have also agreed to issue Common Stock purchase warrants to the placement agents and to reimburse the placement agents for certain expenses. We have granted Echelon Wealth Partners Inc. an over-allotment option (the Over-Allotment Option), exercisable, in whole or in part, at the sole discretion of Echelon Wealth Partners Inc., at any time prior to 5:00 p.m. (Montreal time) on the date that is the 30th day after the closing of the Offering, to purchase additional Units and/or any combination of Common Stock and/or Warrants in an amount representing up to an additional 15% of the number of Units sold pursuant to the Offering, at the public offering price to cover over-allocations, if any, and for market stabilization purposes. See Plan of Distribution.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 18, 2018

H.C. Wainwright & Co.

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You should rely only on the information contained in this prospectus supplement, the prospectus and any related free writing prospectus that we may provide to you in connection with this Offering. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement is accurate only as of the date on the front cover of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date. Neither the delivery of this prospectus supplement nor any sale made in connection with this prospectus supplement shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus supplement or that the information contained in this prospectus is correct as of any time after its date.

ABOUT THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document is in two parts. The first part is the prospectus supplement, including the documents incorporated by reference, which describes the specific terms of this Offering. The second part, the prospectus, including the documents incorporated by reference therein, provides more general information. References to this prospectus may refer to both parts of this document combined. You are urged to carefully read this prospectus supplement and the prospectus, and the documents incorporated herein and therein by reference, before buying any of the Units being offered under this prospectus supplement. This prospectus supplement may add, update or change information contained in the prospectus. To the extent that any statement made in this prospectus supplement is inconsistent with statements made in the prospectus or any documents incorporated by reference therein, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the prospectus and such documents incorporated by reference therein.

We have also filed this prospectus, as supplemented, with the securities regulatory authorities in each of the Canadian provinces of British Columbia, Alberta, Manitoba, Ontario and Québec and the Units are offered under such MJDS prospectus, as supplemented, in such provinces.

Only the information contained or incorporated by reference in this prospectus supplement and the prospectus should be relied upon. The Company has not authorized any other person to provide different information. If anyone provides different or inconsistent information, it should not be relied upon. The Units offered hereunder may not be offered or sold in any jurisdiction where the offer or sale is not permitted. It should be assumed that the information appearing in this prospectus supplement and the prospectus and the documents incorporated by reference herein are accurate only as of their respective dates. The Company s business, financial condition, results of operations and prospects may have changed since those dates.

This prospectus supplement does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

FORWARD-LOOKING STATEMENTS

Certain statements included or incorporated by reference in this prospectus supplement constitute forward-looking statements within the meaning of applicable securities laws. All statements contained in this registration statement that are not clearly historical in nature are forward-looking, and the words anticipate , believe , continue , expect , esti intend , may , plan , will , shall and other similar expressions are generally intended to identify forward-lo statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All forward-looking statements are based on our 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 on management s expectations regarding future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, legislative developments, business prospects and opportunities. Forward-looking statements involve significant known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from those implied by forward-looking statements. These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this registration statement or incorporated by reference herein are based upon what management believes to be reasonable assumptions, there is no assurance that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this registration statement or as of the date specified in the documents incorporated by reference herein, as the case may be.

Forward-looking statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and other uncertain events. Forward-looking statements, by their nature, are based on assumptions, including those described below, and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to differ materially from those expressed in the forward-looking statements. Any forecasts or forward-looking predictions or statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business. Results indicated in forward-looking statements may differ materially from actual results for a number of reasons, including without limitation, risks associated with the ability to obtain sufficient and suitable financing to support operations, R&D clinical trials and commercialization of products; the ability to execute partnerships and corporate alliances; uncertainties relating to the regulatory approval process; uncertainties regarding legislative developments, including the regulation of edibles containing cannabis in Canada; the ability to develop drug delivery technologies and manufacturing processes that result in competitive advantage and commercial viability; the impact of competitive products and pricing and the ability to successfully compete in the targeted markets; the successful and timely completion of pre-clinical and clinical studies; the ability to attract and retain key personnel and key collaborators; the ability to adequately protect proprietary information and technology from competitors; and the ability to ensure that we do not infringe upon the rights of third parties. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information include the factors identified throughout this prospectus supplement. The forward-looking statements contained in this prospectus supplement represent our expectations as of the date of this prospectus supplement, and are subject to change after such date. We any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations. **We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which such statements were made or to reflect the occurrence of unanticipated events, except as may be required by applicable securities laws.**

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained elsewhere in this prospectus supplement. To fully understand this Offering, you should read the entire prospectus carefully, including the more detailed information regarding our company, the risks of purchasing our Common Stock discussed under risk factors, and our financial statements and the accompanying notes. In this prospectus supplement, the words Company, IntelGenx we, us, and our, collectively to IntelGenx Technologies Corp. and IntelGenx Corp., our wholly-owned Canadian subsidiary.

All amounts are U.S.$ unless otherwise indicated. Unless otherwise indicated, the term year, fiscal year or fiscal refer to our fiscal year ending December 31st.

Corporate History

Our predecessor company, Big Flash Corp., was incorporated in Delaware on July 27, 1999. On April 28, 2006, Big Flash, through its Canadian holding corporation, completed the acquisition of IntelGenx Corp., a Canadian company incorporated on June 15, 2003. The Company did not have any operations prior to the acquisition of IntelGenx Corp. In connection with the acquisition, we changed our name from Big Flash Corp. to IntelGenx Technologies Corp. IntelGenx Corp. has continued operations as our operating subsidiary.

Our Business

Overview

We are a drug delivery company established in 2003 and headquartered in Montreal, Quebec, Canada. Our focus is on the development of novel oral immediate-release and controlled-release products for the pharmaceutical market. More recently, we have made the strategic decision to enter the oral film market and have implemented commercial oral film manufacturing capability. This enables us to offer our partners a comprehensive portfolio of pharmaceutical services, including pharmaceutical R&D, clinical monitoring, regulatory support, tech transfer and manufacturing scale-up, and commercial manufacturing.

Our business strategy is to develop pharmaceutical products based on our proprietary drug delivery technologies and, once the viability of a product has been demonstrated, license the commercial rights to partners in the pharmaceutical industry. In certain cases, we rely upon partners in the pharmaceutical industry to fund development of the licensed products, complete the regulatory approval process with the U.S. Food and Drug Administration (FDA) or other regulatory agencies relating to the licensed products, and assume responsibility for marketing and distributing such products.

In addition, we may choose to pursue the development of certain products until the project reaches the marketing and distribution stage. We will assess the potential for successful development of a product and associated costs, and then determine at which stage it is most prudent to seek a partner, balancing such costs against the potential for additional returns earned by partnering later in the development process.

Managing our project pipeline is a key success factor for the Company. We have undertaken a strategy under which we will work with pharmaceutical companies in order to apply our oral film technology to pharmaceutical products for which patent protection is nearing expiration, a strategy which is often referred to as lifecycle management . Under §505(b)(2) of the Food, Drug, and Cosmetics Act, the FDA may grant market exclusivity for a term of up to three years following approval of a listed drug that contains previously approved active ingredients but is approved in a new dosage, dosage form, route of administration or combination.

The 505(b)(2) pathway is also the regulatory approach to be followed if an applicant intends to file an application for a product containing a drug that is already approved by the FDA for a certain indication and for which the applicant is

seeking approval for a new indication or for a new use, the approval of which is required to be supported by new clinical trials, other than bioavailability studies. We have implemented a strategy under which we actively look for such so-called repurposing opportunities and determine whether our proprietary VersaFilm technology adds value to the product. We currently have two such drug repurposing projects in our development pipeline.

We continue to develop the existing products in our pipeline and may also perform research and development on other potential products as opportunities arise.

We have established a state-of-the-art manufacturing facility with the intent to manufacture all our VersaFilm products in-house as we believe that this:

1. represents a profitable business opportunity,
2. will reduce our dependency upon third-party contract manufacturers, thereby protecting our manufacturing process know-how and intellectual property, and
3. allows us to offer our clients and development partners a full service from product conception through to supply of the finished product.

Recent Developments

On September 20, 2018, we announced that we executed a non-binding letter of intent (the LOI) with Tilray, Inc. (NASDAQ:TLRY) (Tilray®), a global leader in cannabis research, cultivation, production and distribution, to co-develop and commercialize oral film products infused with recreational and medical cannabis (cannabis-infused VersaFilm), in anticipation of amended cannabis regulations in Canada which would allow adult-use consumers to purchase edible products. See Risk Factors. Subject to entering into a definitive agreement and the satisfaction of customary closing conditions, the LOI provides that IntelGenx and Tilray® will fund 20% and 80% of the costs associated with the development of the cannabis-infused VersaFilm products, respectively. We will have rights to manufacture and supply the co-developed products to Tilray®, and will also receive a fixed single-digit royalty on net product sales. Tilray® will have the exclusive, worldwide marketing and distribution rights for the co-developed products.

The LOI also contemplates that, at the time of entering into the definitive agreement, Tilray® will make a strategic investment in IntelGenx by way of a non-brokered private placement (Private Placement). Tilray® will purchase 1,250,000 shares of Common Stock of IntelGenx at a price of USD$0.80 per share, which was equal to the five-day volume weighted average closing price of IntelGenx Common Stock on the OTCQX for the period ended September 18, 2018, being the date of the LOI. IntelGenx intends to use the proceeds from the Private Placement for cannabis-infused VersaFilm product development in connection with the LOI. Closing of the Private Placement is subject to the approval of the TSX-V.

We believe that dissolvable films for the consumption of marijuana will appeal to both medicinal and recreational markets and that a significant portion of those likely to use marijuana will find a dissolvable film appealing, due to its ease-of-use, discreteness and lack of harmful smoke.

On May 14, 2018, we announced that all patent litigation between the Company, Par Pharmaceutical, Inc., Indivior, Inc., Indivior UK Limited, and Aquestive Therapeutics, Inc. (formerly MonoSol Rx, LLC) related to Suboxone® film has been settled. The settlement agreement permits Par to begin selling a generic version of Suboxone® film on January 1, 2023, or earlier under certain circumstances. Par (now Endo Ventures) is the Company s commercial and development partner for a generic version of Suboxone® sublingual film product, which is indicated for the treatment of opioid dependence. We will have exclusive rights to manufacture and supply product to Endo Ventures, while Endo Ventures will have exclusive rights to market and sell Suboxone supplied by the Company in the United States.

Our Offices and Other Corporate Information

Our executive offices are located at 6420 Abrams, Ville Saint-Laurent, Quebec, H4S 1Y2, Canada, and our telephone number is (514) 331-7440. Our web site address is *http://www.IntelGenx.com*. Information contained on our web site is not a part of this prospectus supplement.

THE OFFERING

Securities Offered:	We are offering 17,144,314 Units. Each Unit will consist of one share of our Common Stock and one half of one Warrant, each whole Warrant to purchase one share of our Common Stock at an exercise price of $1.00 per share. The Warrants will be exercisable immediately at an exercise price of $1.00 per share and will expire on the three year anniversary of the date of issuance. See Description of Securities We Are Offering.
Offering Price:	$0.70 per Unit.
Over-Allotment Option	We have granted Echelon Wealth Partners Inc. (Echelon) an Over- Allotment Option, exercisable, in whole or in part, at the sole discretion of Echelon, at any time prior to 5:00 p.m. (Montreal time) on the date that is the 30th day after the closing of the Offering, to purchase additional Units and/or any combination of Common Stock and/or Warrants in an amount representing up to an additional 15% of the number of Units sold pursuant to the Offering, at the public offering price to cover over-allocations, if any, and for market stabilization purposes. See Plan of Distribution.
Use of Proceeds:	The net proceeds from the Offering will be used for our Phase 2a Montelukast study, submission of our Tadalafil 505(b)(2) new drug application to the FDA and working capital. See Use of Proceeds.
Common Stock outstanding prior to the Offering:	74,000,979.
Shares of Common Stock outstanding after this Offering [(1)]	91,145,293.
Risk Factors	See Risk Factors beginning on page 10 and other information in this prospectus supplement for a discussion of the factors you should consider before you decide to invest in our securities.
OTCQX Ticker Symbol for Common Stock:	IGXT
TSX Venture Exchange Symbol for Common Stock:	IGX
Offering in Canada	The Units and the securities underlying the Units that are registered on this prospectus supplement and offered hereunder in the United States are also qualified by an MJDS prospectus, as supplemented, filed with the securities regulatory authorities in each of the Canadian provinces of British Columbia, Alberta, Manitoba, Ontario and Québec and are offered under such MJDS prospectus, as supplemented, in such provinces through Echelon as placement agent. Echelon is not registered as a broker-dealer in the United States or any jurisdiction in the United States and, accordingly, Echelon will only solicit offers to purchase or sell the Units in Canada and will not, directly or indirectly, solicit or accept offers to purchase or sell the Units in the United States. Wainwright is not registered as an investment dealer in any Canadian jurisdiction and, accordingly,

will only solicit offers to purchase or sell the Units in the United States and will not, directly or indirectly, solicit or accept offers to purchase or sell the Units in Canada.

(1) The number of shares of Common Stock shown above to be outstanding after this Offering assumes the sale of all of the Units offered hereunder, is based on 74,000,979 shares outstanding as of October 15, 2018, 2018 and excludes:

- 4,204,818 shares of Common Stock issuable upon exercise of outstanding stock options, at a weighted average exercise price of $0.68 per share;
- 76,296 additional shares of Common Stock reserved for issuance under a warrant agreement at an exercise price of $0.5646 per share;
- 5,612,594 additional shares of Common Stock issuable upon the conversion of 7,577,000 debentures under the 2017 unsecured convertible debentures agreements at a conversion price of CA$1.35 per share;
- 2,000,000 additional shares of Common Stock issuable upon the conversion of 1,600,000 debentures under the 6% convertible notes at a conversion price of $0.80 per share;
- 2,654,075 additional shares of Common Stock reserved for issuance under a warrant agreements at an exercise price of $0.80 per share;
- 649,136 additional shares of Common Stock reserved for future issuance under our amended and restated 2016 option plan; and
- up to 8,572,157 shares of Common Stock exercisable upon exercise of the Warrants offered hereby;

SUMMARY HISTORICAL FINANCIAL INFORMATION

The following tables set forth our summary historical financial information. The selected historical financial information is qualified in its entirety by, and should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our unaudited consolidated financial statements and related notes incorporated by reference into this prospectus supplement by reference to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 that we filed with the SEC on August 9, 2018.

RESULTS OF OPERATIONS:

In thousands	**Twelve-month period ended December 31, 2017**	**Six-month Period ended June 30, 2018**
Revenue	$ 5,195	$ 473
Cost of Royalty and License Revenue	373	-
Research and Development Expenses	2,615	1,654
Selling, General and Administrative Expenses	3,965	2,602
Depreciation of tangible assets	735	362
Operating Loss	**(2,493)**	**(4,145)**
Net Loss	**(3,051)**	**(4,665)**
Comprehensive Loss	**(2,669)**	**(4,773)**

BALANCE SHEET:

In thousands	**December 31, 2017**	**June 30, 2018**
Current Assets	$ 6,044	$ 5,209
Leasehold improvements and Equipment	6,346	6,149
Security Deposits	757	733
Total Assets	**13,147**	**12,091**
Current Liabilities	2,077	2,736
Deferred lease obligations	50	50
Long-term debt	1,992	1,539
Convertible Debentures	5,199	5,094
Convertible Notes	-	997
Total Liabilities	**9,318**	**10,416**
Capital Stock	1	1
Additional Paid-in-Capital	25,253	27,872
Total Shareholders Equity	**3,829**	**1,675**

RISK FACTORS

Our business faces many risks. Any of the risks discussed below, or elsewhere in this report or in our other filings with the SEC, could have a material impact on our business, financial condition, or results of operations.

You should carefully consider the risks described under the heading, "Risk Factors", in our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2017 which are incorporated by reference into this prospectus supplement before making an investment decision. You should also refer to the other information in this prospectus supplement or incorporated by reference into this prospectus supplement, including our financial statements and the related notes thereto. The risks and uncertainties described in this prospectus supplement or incorporated by reference into this prospectus supplement are not the only risks and uncertainties we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the risks described actually occur, our business, results of operations and financial condition could suffer. In that event the trading price of our Common Stock could decline. The risks described also include forward looking statements and our actual results may differ substantially from those discussed in these forward-looking statements.

Risks Related to Our Business

We have a history of losses and our revenues may not be sufficient to sustain our operations.

Even though we ceased being a development stage company in April 2006, we are still subject to all of the risks associated with having a limited operating history and pursuing the development of new products. Our cash flows may be insufficient to meet expenses relating to our operations and the development of our business, and may be insufficient to allow us to develop new products. We currently conduct research and development using our proprietary platform technologies to develop oral controlled release and other delivery products. We do not know whether we will be successful in the development of such products. We have an accumulated deficit of approximately $20.7 million since our inception in 2003 through December 31, 2017. To date, these losses have been financed principally through sales of equity securities. Our revenues for the past five years ended December 31, 2017, December 31, 2016, December 31, 2015, December 31, 2014 and December 31, 2013 were $5.2 million, $5.2 million, $5.1 million, $1.7 million and $948 thousand respectively. Revenue generated to date has not been sufficient to sustain our operations. In order to achieve profitability, our revenue streams will have to increase and there is no assurance that revenues will increase to such a level.

We face competition in our industry, and several of our competitors have substantially greater experience and resources than we do.

We compete with other companies within the drug delivery industry, many of which have more capital, more extensive research and development capabilities and greater human resources than we do. Some of these drug delivery competitors include Aquestive Therapeutics Inc. (formerly Monosol Rx), Tesa-Labtec GmbH, BioDelivery Sciences International, Inc. and LTS Lohmann Therapy Systems Corp. Our competitors may develop new or enhanced products or processes that may be more effective, less expensive, safer or more readily available than any products or processes that we develop, or they may develop proprietary positions that prevent us from being able to successfully commercialize new products or processes that we develop. As a result, our products or processes may not compete successfully, and research and development by others may render our products or processes obsolete or uneconomical. Competition may increase as technological advances are made and commercial applications broaden.

We have entered into certain non-binding agreements and there can be no assurance that they materialize into a definitive agreement or transaction.

Consistent with its past practice and in the normal course, the Company has outstanding non-binding letters of intent and/or conditional agreements or may otherwise be engaged in discussions with respect to possible collaborations, studies, product development or acquisitions which may or may not be material, including, without limitation, the non-binding letter of intent dated September 20, 2018 with Tilray®. There is no assurance that any of these letters, agreements and/or discussions will result in a definitive agreement or, if they do, what the final terms or timing of any such transactions would be, whether such transactions will generate revenues, be profitable for the Company, or be well-received by the marketplace.

There is no assurance that the sale of edibles containing cannabis will be permitted in Canada

Although the Government of Canada has approved the Cannabis Act which is expected to allow for regulated and restricted access to cannabis for recreational use in Canada as of October 17, 2018, cannabis edible products are not currently on the list of products permitted for legal sale in Canada under the Cannabis Act and there is no assurance that they will be in the future.

Risks Related to Our Securities

The price of our Common Stock could be subject to significant fluctuations.

Any of the following factors could affect the market price of our Common Stock:

- Our failure to achieve and maintain profitability;
- Changes in earnings estimates and recommendations by financial analysts;
- Actual or anticipated variations in our quarterly results of operations;
- Changes in market valuations of similar companies;
- Announcements by us or our competitors of significant contracts, new products, acquisitions, commercial relationships, joint ventures or capital commitments;
- The loss of major customers or product or component suppliers;
- The loss of significant partnering relationships; and
- General market, political and economic conditions.

We have a significant number of convertible securities outstanding that could be exercised in the future. Subsequent resale of these and other shares could cause our stock price to decline. This could also make it more difficult to raise funds at acceptable levels pursuant to future securities offerings.

Our Common Stock is a high risk investment.

Our Common Stock was quoted on the OTC Bulletin Board under the symbol IGXT from January 2007 until June 2012 and, subsequent to our upgrade in June 2012, has been quoted on the OTCQX. Our Common Stock has also been listed on the TSX-V under the symbol IGX since May 2008.

There is a limited trading market for our Common Stock, which may affect the ability of stockholders to sell our Common Stock and the prices at which they may be able to sell our Common Stock.

The market price of our Common Stock has been volatile and fluctuates widely in response to various factors which are beyond our control. The price of our Common Stock is not necessarily indicative of our operating performance or long term business prospects. In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market

fluctuations may also materially and adversely affect the market price of our Common Stock.

As a result of the foregoing, our Common Stock should be considered a high risk investment.

The application of the penny stock rules to our Common Stock could limit the trading and liquidity of our Common Stock, adversely affect the market price of our Common Stock and increase stockholder transaction costs to sell those shares.

As long as the trading price of our Common Stock is below $5.00 per share, the open market trading of our Common Stock will be subject to the penny stock rules, unless we otherwise qualify for an exemption from the penny stock definition. The penny stock rules impose additional sales practice requirements on certain broker-dealers who sell securities to persons other than established customers and accredited investors (generally those with assets in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 together with their spouse). These regulations, if they apply, require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the associated risks. Under these regulations, certain brokers who recommend such securities to persons other than established customers or certain accredited investors must make a special written suitability determination regarding such a purchaser and receive such purchaser s written agreement to a transaction prior to sale. These regulations may have the effect of limiting the trading activity of our Common Stock, reducing the liquidity of an investment in our Common Stock and increasing the transaction costs for sales and purchases of our Common Stock as compared to other securities.

We became public by means of a reverse merger, and as a result we are subject to the risks associated with the prior activities of the public company with which we merged.

Additional risks may exist because we became public through a reverse merger with a shell corporation. Although the shell did not have any operations or assets and we performed a due diligence review of the public company, there can be no assurance that we will not be exposed to undisclosed liabilities resulting from the prior operations of our company.

Our limited cash resources restrict our ability to pay cash dividends.

Since our inception, we have not paid any cash dividends on our Common Stock. We currently intend to retain future earnings, if any, to support operations and to finance the growth and development of our business. Therefore, we do not expect to pay cash dividends in the foreseeable future. Any future determination relating to our dividend policy will be made at the discretion of our board of directors and will depend on a number of factors, including future earnings, capital requirements, financial conditions and future prospect and other factors that the board of directors may deem relevant. If we do not pay any dividends on our Common Stock, our stockholders will be able to profit from an investment only if the price of the stock appreciates before the stockholder sells it. Investors seeking cash dividends should not purchase our Common Stock.

If we are the subject of securities analyst reports or if any securities analyst downgrades our Common Stock or our sector, the price of our Common Stock could be negatively affected.

Securities analysts may publish reports about us or our industry containing information about us that may affect the trading price of our Common Stock. In addition, if a securities or industry analyst downgrades the outlook for our stock or one of our competitors stocks, the trading price of our Common Stock may also be negatively affected.

There is no public market for the Warrants, which could limit their respective trading price or a holder s ability to sell them.

The Warrants are new issues of securities for which there currently is no respective trading market. As a result, a market may not develop for the Warrants and holders may not be able to sell the Warrants. Future trading prices of the Warrants will depend on many factors, including prevailing interest rates, the market for similar securities, general economic conditions and our financial condition, performance and prospects. Accordingly, holders may be required to bear the financial risk of an investment in the Warrants for an indefinite period of time until their maturity. We do not

intend to apply for listing or quotation of the Warrants on any securities exchange or automated quotation system.

The net proceeds of this Offering may be reallocated by management.

We currently intend to allocate the net proceeds to be received from this Offering as described under the heading Use of Proceeds . However, management will have broad discretion in the actual application of the net proceeds, and may elect to allocate net proceeds differently from that described under the heading Use of Proceeds if it believes it would be in the Company s best interest to do so. The Company s security holders, including holders of the Common Stock and Warrants offered by this prospectus supplement, may not agree with the manner in which management chooses to allocate and spend the net proceeds. The failure by management to apply these funds effectively could have a material adverse effect on the Company s business.

You may experience dilution as a result of this Offering and future equity offerings.

Giving effect to the issuance of the Common Stock in this Offering, the potential issuance of the Common Stock upon exercise of the Warrants, the receipt of the expected net proceeds and the use of those proceeds, this Offering may have a dilutive effect on our expected net income available to our stockholders per share and funds from operations per share. Furthermore, we are not restricted from issuing additional securities in the future, including Common Stock, securities that are convertible into or exchangeable for, or that represent the right to receive, Common Stock or substantially similar securities. To the extent that we raise additional funds through the sale of equity or convertible debt securities, the issuance of such securities will result in dilution to our stockholders. We may sell Common Stock or other securities in any other offering at a price per share that is less than the price per share paid by investors in this Offering, and investors purchasing Common Stock or other securities in the future could have rights superior to existing stockholders. The price per share at which we sell additional shares of Common Stock, or securities convertible or exchangeable into Common Stock, in future transactions may be higher or lower than the price per share paid by investors in this Offering.

USE OF PROCEEDS

The table below illustrates how we intend to use the proceeds of the Offering assuming net proceeds of $10.5 million (from gross proceeds of $12 million):

Principal Purposes	**Assuming Net Proceeds of $10.5 million**
Phase 2a Montelukast study	$5 million
Tadalafil 505(b)(2) submission to FDA	$1 million
Working capital	$4.5 million

We intend to use any additional proceeds received from the exercise of the Over-Allotment Option or any of the Warrants for the planned expansion of our manufacturing facility. Although we intend to use the net proceeds from the Offering as set forth above, the actual allocation of the net proceeds may vary depending on future developments in our business and unforeseen events.

Montelukast Study

The objectives of the Company s 26-week, randomized, double blind, and placebo controlled Phase IIa proof of concept study are to evaluate the safety, feasibility, tolerability, and efficacy of Montelukast buccal film in patients with mild to moderate Alzheimer s disease. The trial design includes testing of up to 70 patients. The Company recently announced that patient recruitment has commenced for the study and that two research sites (the Centre for Memory and Aging in Toronto, Ontario and True North Clinical Research in Halifax, Nova Scotia) have been open for patient enrolment since September 26, 2018. Initiation of patient screening at additional sites is expected in the near future. The anticipated total remaining costs for the study are $5 million. The study is expected to be completed by the first half of 2020.

Tadalafil submission

If the Offering is successful, the Company intends to proceed with its 505(b)(2) new drug application to the FDA in respect of its Tadalafil VersaFilm technology, being currently no longer in alternative discussions with a potential partner for this product. The cost of the submission is approximately $1 million and the review process spans approximately 12 months. If the submission is approved, and subject to identifying a partner for commercialization on satisfactory terms, the Company s Tadalafil VersaFilm technology could be commercialized as early as the fourth quarter of 2019.

Manufacturing Facility Expansion

The Company has initiated a project to expand its existing manufacturing facility. The project is expected to create a fivefold increase in our production capacity, provide us with a larger scale solvent coating capability and further progress us towards our objective of becoming a full-service company for our partners. The total cost to complete the expansion project is $5 million and, subject to receiving sufficient funds pursuant to the Offering, we expect that the project would be completed by the first half of 2020.

Negative Cash Flow and Burn Rate

For the year ended December 31, 2017, cash used in operating activities by the Company was $4.4 million and the Company had a net loss of $3.1 million for the same period. The monthly burn rate of the Company for the three-month period ending June 30, 2018 was approximately $550 thousand. As at September 30, 2018, the Company had approximately $2.2 million in cash and working capital of approximately $1.2 million.

If the Company receives net proceeds from the Offering of at least $10 million, it is expected that the Company would be able to continue to operate for at least approximately 12 months from the date of this prospectus supplement and would be able to complete, and, if successful, obtain approval for its 505(b)(2) submission to the FDA in respect of its Tadalafil VersaFilm technology and significantly advance the Phase 2a Montelukast study. Each of these expectations of operating duration are based on the estimated amount of its cash on hand, the projected proceeds of the Offering and anticipated expenditures.

The Company does not expect to incur any other material capital expenditures during the next 12 months unless additional financing is completed. If the Company enters into a definitive agreement with Tilray for the co-development and commercialization of cannabis-infused VersaFilm , it expects that its costs associated with the development of the cannabis-infused VersaFilm products will be financed by the Private Placement. See Recent Developments and Risk Factors.

The Company has a history of negative operating cash flows and is reliant on continued availability of financing to fund its operating activities. It is possible that the Company may never have sufficient revenue to achieve profitability and positive cash flow. Management expects that the Company will continue to incur losses for at least the next 12 months as it pursues commercialization of Tadalafil, Montelukast, and cannabis-infused VersaFilm technologies and other products. Additional funding will be required, despite completion of the Offering, in order to become profitable, in particular through the commercialization of its various VersaFilm products. If funding is insufficient at any time in the future, the Company may not be able to develop or commercialize its products or take advantage of business opportunities. See Risk Factors.

DILUTION

If you invest in our securities, you will experience dilution to the extent of the difference between the public offering price of the Units (attributing no value to the Warrants) and the net tangible book value of our Common Stock immediately after this Offering.

Net tangible book value per share is equal to total assets less intangible assets and total liabilities, divided by the number of shares of our outstanding Common Stock. Our net tangible book value as of June 30, 2018 was approximately $1.7 million, or $0.02 per share of Common Stock.

After giving effect to the sale of 17,144,314 Units in this Offering at a public offering price of $0.70 per Unit and after deducting estimated placement agent fees and estimated offering expenses payable by us, and attributing no value to the Warrants, our as adjusted net tangible book value as of June 30, 2018 would have been approximately $12.2 million. This represents an immediate increase in net tangible book value of $0.12 per share to existing stockholders

and an immediate dilution in net tangible book value of $0.56 per share to new investors purchasing our Units in this Offering. The following table illustrates this per share dilution:

Public offering price per Unit	$	0.70
Net tangible book value per share as of June 30, 2018	$	0.02
Increase per share attributable to new investors	$	0.12
As adjusted net tangible book value per share after this Offering	$	0.14
Dilution per share to new investors	$	0.56

Investors that acquire additional shares of our Common Stock through the exercise of the Warrants offered hereby may experience additional dilution depending on our net tangible book value at the time of exercise.

The number of shares of Common Stock shown above to be outstanding after this Offering assumes the sale of all of the Units offered hereunder, is based on 74,000,979 shares outstanding as of October 15, 2018 and excludes:

- 4,204,818 shares of Common Stock issuable upon exercise of outstanding stock options, at a weighted average exercise price of $0.68 per share;
- 76,296 additional shares of Common Stock reserved for issuance under a warrant agreement at an exercise price of $0.5646 per share;
- 5,612,594 additional shares of Common Stock issuable upon the conversion of 7,577,000 debentures under the 2017 unsecured convertible debentures agreements at a conversion price of CA$1.35 per share;
- 2,000,000 additional shares of Common Stock issuable upon the conversion of 1,600,000 debentures under the 6% convertible notes at a conversion price of $0.80 per share;
- 2,654,075 additional shares of Common Stock reserved for issuance under a warrant agreements at an exercise price of $0.80 per share;
- 649,136 additional shares of Common Stock reserved for future issuance under our amended and restated 2016 option plan;
- and up to 8,572,157 shares of Common Stock issuable upon exercise of the Warrants offered hereby.

DESCRIPTION OF BUSINESS

Overview

We are a drug delivery company established in 2003 and headquartered in Montreal, Quebec, Canada. Our focus is on the development of novel oral immediate-release and controlled-release products for the pharmaceutical market. More recently, we have made the strategic decision to enter the oral film market and have implemented commercial oral film manufacturing capability. This enables us to offer our partners a comprehensive portfolio of pharmaceutical services, including pharmaceutical R&D, clinical monitoring, regulatory support, tech transfer and manufacturing scale-up, and commercial manufacturing.

Our business strategy is to develop pharmaceutical products based on our proprietary drug delivery technologies and, once the viability of a product has been demonstrated, license the commercial rights to partners in the pharmaceutical industry. In certain cases, we rely upon partners in the pharmaceutical industry to fund the development of the licensed products, complete the regulatory approval process with the U.S. Food and Drug Administration (FDA) or other regulatory agencies relating to the licensed products, and assume responsibility for marketing and distributing such products.

In addition, we may choose to pursue the development of certain products until the project reaches the marketing and distribution stage. We will assess the potential for successful development of a product and associated costs, and then determine at which stage it is most prudent to seek a partner, balancing such costs against the potential for additional returns earned by partnering later in the development process.

Managing our project pipeline is a key success factor for the Company. We have undertaken a strategy under which we will work with pharmaceutical companies in order to apply our oral film technology to pharmaceutical products for which patent protection is nearing expiration, a strategy which is often referred to as lifecycle management . Under §505(b)(2) of the Food, Drug, and Cosmetics Act, the FDA may grant market exclusivity for a term of up to three years following approval of a listed drug that contains previously approved active ingredients but is approved in a new dosage, dosage form, route of administration or combination.

The 505(b)(2) pathway is also the regulatory approach to be followed if an applicant intends to file an application for a product containing a drug that is already approved by the FDA for a certain indication and for which the applicant is seeking approval for a new indication or for a new use, the approval of which is required to be supported by new clinical trials, other than bioavailability studies. We have implemented a strategy under which we actively look for such so-called repurposing opportunities and determine whether our proprietary VersaFilm technology adds value to the product. We currently have two such drug repurposing projects in our development pipeline.

We continue to develop the existing products in our pipeline and may also perform research and development on other potential products as opportunities arise.

We have established a state-of-the-art manufacturing facility with the intent to manufacture all our VersaFilm products in-house as we believe that this:

1) represents a profitable business opportunity,
2) will reduce our dependency upon third-party contract manufacturers, thereby protecting our manufacturing process know-how and intellectual property, and
3) allows us to offer our clients and development partners a full service from product conception through to supply of the finished product.

Recent Developments

On September 20, 2018, we announced that we executed the LOI with Tilray®, a global leader in cannabis research, cultivation, production and distribution, to co-develop and commercialize oral film products infused with recreational and medical cannabis (cannabis-infused VersaFilm), in anticipation of amended cannabis regulations which would allow adult-use consumers to purchase edible products.

Subject to entering into a definitive agreement and the satisfaction of customary closing conditions, the LOI provides that IntelGenx and Tilray® will fund 20% and 80% of the costs associated with the development of the cannabis-infused VersaFilm products, respectively. We will have rights to manufacture and supply the co-developed products to Tilray®, and will also receive a fixed single-digit royalty on net product sales. Tilray® will have the exclusive, worldwide marketing and distribution rights for the co-developed products.

The LOI also contemplates that, at the time of entering into the definitive agreement, Tilray® will make a strategic investment in IntelGenx by way of a non-brokered private placement (Private Placement). Tilray® will purchase 1,250,000 shares of Common Stock of IntelGenx at a price of USD$0.80 per share, which was equal to the five-day volume weighted average closing price of IntelGenx Common Stock on the OTCQX for the period ended September 18, 2018, being the date of the LOI. IntelGenx intends to use the proceeds from the Private Placement for cannabis-infused VersaFilm product development in connection with the LOI. Closing of the Private Placement is subject to the approval of the TSX-V.

We believe that dissolvable films for the consumption of marijuana will appeal to both medicinal and recreational markets and that a significant portion of those likely to use marijuana will find a dissolvable film appealing, due to its ease-of-use, discreteness and lack of harmful smoke.

On May 14, 2018, we announced that all patent litigation between the Company, Par Pharmaceutical, Inc., Indivior, Inc., Indivior UK Limited, and Aquestive Therapeutics, Inc. (formerly MonoSol Rx, LLC) related to Suboxone® film has been settled. The settlement agreement permits Par to begin selling a generic version of Suboxone® film on January 1, 2023, or earlier under certain circumstances. Par (now Endo Ventures) is the Company s commercial and development partner for a generic version of Suboxone® sublingual film product, which is indicated for the treatment of opioid dependence. We will have exclusive rights to manufacture and supply product to Endo Ventures, while Endo Ventures will have exclusive rights to market and sell Suboxone supplied by the Company in the United States.

Since September 15, 2018, we have received proceeds of $1,634,294 as a result of the exercise of 2,894,606 previously issued common share purchase warrants (the Previous Warrants).

The exercised Previous Warrants were issued in connection with our public offering of units completed in December 2013, and were set to expire on December 15, 2018. The exercise price of the Previous Warrants was $0.5646. Following the exercise of the Previous Warrants, we continue to have an aggregate of 2,730,371 share purchase warrants outstanding, of which 76,296 were issued under the December 2013 public offering and 2,654,075 were issued under our May 2018 private placement.

DESCRIPTION OF CAPITAL STOCK

The authorized share capital of the Company consists of 200,000,000 shares of Common Stock with a par value of $0.00001 and 20,000,000 shares of preferred stock with a par value of $0.00001. As at October 15, 2018, there were 74,000,979 shares of Common Stock issued and outstanding and no preferred stock issued and outstanding.

Common Stock

The holders of Common Stock are entitled to one vote per share on all matters voted on by stockholders, including the election of directors. Except as otherwise required by law, the holders of Common Stock exclusively possess all voting power. The holders of Common Stock are entitled to dividends as may be declared from time to time by our board of directors from funds available for distribution to holders. No holder of Common Stock has any pre-emptive right to subscribe to any securities of ours of any kind or class or any cumulative voting rights. The outstanding shares of Common Stock are, and the shares, upon issuance and sale as contemplated will be, duly authorized, validly issued, fully paid and non-assessable.

Rights Upon Dissolution or Winding Up

The Delaware General Corporation Law provides that upon dissolution, liquidation or winding-up of the Company, holders of Common Stock have the lowest priority in the distribution of assets and will only receive a distribution if all senior obligations have been paid. If all senior obligations have been paid, the holders of shares of Common Stock will be entitled to receive our assets available for distribution proportionate to their pro rata ownership of the outstanding shares of Common Stock.

Anti-Takeover Effects of Various Provisions of Delaware Law and Our Certificate of Incorporation and By-laws

The Delaware General Corporation Law, our certificate of incorporation and our by-laws contain provisions that may have some anti-takeover effects and may delay, defer or prevent a tender offer or takeover attempt that a stockholder might consider in his, her or its best interest, including those attempts that might result in a premium over the market price for the shares held by stockholders.

Delaware Anti-Takeover Statute

We are subject to Section 203 of the Delaware General Corporation Law (Section 203). Subject to specific exceptions, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years after the time the stockholder becomes an interested stockholder, unless:

- the business combination, or the transaction in which the stockholder became an interested stockholder, is approved by our board of directors prior to the time the interested stockholder attained that status;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, excluding those shares owned by persons who are directors and also officers and employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- at or after the time a stockholder became an interested stockholder, the business combination is approved by our board of directors and authorized at an annual or special meeting of stockholders by the affirmative vote of at least two-thirds of our outstanding voting stock that is not owned by the interested stockholder.

Business combinations include mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to various exceptions, in general, an interested stockholder is a stockholder who, together with his, her or its affiliates and associates, owns, or within three years did own, 15% or more of the shares of our outstanding voting stock. These restrictions could prohibit or delay the accomplishment of mergers or other takeover or change of control attempts with respect to us and, therefore, may discourage attempts to acquire us.

Warrants

As of the date of this prospectus supplement we had outstanding warrants to purchase an aggregate of 2,654,075 shares of our Common Stock at an exercise price of $0.80, expiring on June 1, 2021 as well as outstanding warrants to purchase an aggregate of 76,296 shares of our Common Stock at an exercise price of $0.5646 expiring on December 15, 2018.

Preferred Stock

Our board of directors is authorized to issue all and any of the shares of preferred stock in one or more series, fix the number of shares, determine or alter for each such series voting powers or other rights, qualifications, limitations or restrictions thereof. As of the date of this prospectus supplement, there are no shares of preferred stock outstanding.

Convertible Debentures

The Company has an aggregate of CDN$7,577,000 of 8% Convertible Unsecured Subordinated Debentures due June 30, 2020 (the Debentures). The Debentures mature on June 30, 2020 and bear interest at annual rate of 8% payable semi-annually on the last day of June and December of each year, commencing on December 31, 2017.

Conversion

The Debentures are convertible at the option of the holders at any time prior to the close of business on the earlier of June 30, 2020 and the business day immediately preceding the date specified by the Company for redemption of Debentures. The conversion price will be CDN$1.35 (the Conversion Price) per share of Common Stock, being a conversion rate of approximately 740 Shares per CDN$1,000 principal amount of Debentures, subject to adjustment in certain events.

Redemption

The Debentures are not redeemable prior to June 30, 2018. On or after June 30, 2018, but prior to June 30, 2019, the Debentures may be redeemed at the Company s sole option, in whole or in part, from time to time on required prior notice at a redemption price equal to the principal amount of the Debentures, provided that the current market price on the date on which such notice of redemption is given is not less than 125% of the Conversion Price. On or after June 30, 2019 and prior to June 30, 2020, the Debentures may be redeemed at the Company s sole option, in whole or in part, from time to time on required prior notice, at a redemption price equal to the principal amount of the Debentures, irrespective of the current market price. In addition thereto, at the time of redemption, the Company will pay to the holder accrued and unpaid interest up to but not including the date of redemption.

Subordination

The payment of the principal of, and interest on, the Debentures is subordinated in right of payment to the prior payment in full of all Senior Indebtedness of the Company, including indebtedness under the Company s present and future bank credit facilities and any other secured creditors. Senior Indebtedness of the Company is defined as the principal of and premium, if any, and interest on and other amounts in respect of all indebtedness of the Company other than indebtedness evidenced by the Debentures and all other existing and future debentures or other instruments of the Company which, by the terms of the instrument creating or evidencing the indebtedness, is expressed to be pari passu with, or subordinate in right of payment to, the Debentures. Subject to statutory or preferred exceptions or as may be specified by the terms of any particular securities, each Debenture ranks pari passu with each other Debenture, and with all other present and future subordinated and unsecured indebtedness of the Company except for sinking fund provisions (if any) applicable to different series of debentures or similar obligations of the Company. The Debentures will not limit the ability of the Company to incur additional indebtedness, including indebtedness that ranks senior to the Debentures, or from mortgaging, pledging or charging its properties to secure any indebtedness.

The Debentures are also effectively subordinated to claims of creditors of the Company s subsidiaries, except to the extent the Company is a creditor of such subsidiaries ranking at least pari passu with such other creditors.

Convertible Notes

As of the date of this prospectus supplement, we have $1,600,000 outstanding under our 6% convertible unsecured subordinated notes, due June 1, 2021 (the Notes) pursuant to which 2,000,000 shares of our Common Stock are issuable upon full conversion of all of such Notes.

Interest

The Notes bear interest from, and including, the date of issue at the rate of 6.00% per annum, payable in arrears on March 1, June 1, September 1 and December 1, with the last such payment falling due on June 1, 2021.

Default

Under the terms of the Notes, an event of default in respect of the Notes will occur if any one or more of the following described events has occurred and is continuing with respect to the Notes: (a) failure to pay principal or premium, if any, when due on the Notes, whether at maturity, upon redemption, by declaration or otherwise; (b) certain events of bankruptcy, insolvency or reorganization of the Company under bankruptcy or insolvency laws; or (c) the Company breaches any representation or covenant in the Note that could reasonably be expected to have a material adverse effect. If an Event of Default has occurred and is continuing, an investor may, with the written consent of the holders of more than 50% of the principal amount of the Notes then outstanding, by written notice to the Company, declare all outstanding Notes to be immediately due and payable without presentment, demand, protest or any other notice of any kind, all of which will be expressly waived by the Company.

Subordination

The Notes are junior to any of the Company s the principal of, premium, if any, and interest on (i) all indebtedness for money borrowed or guaranteed by the Company other than the Company s subordinated debt securities, unless the indebtedness expressly states to have the same rank as, or to rank junior to, the Company s subordinated debt securities, (ii) and any deferrals, renewals or extensions of any such indebtedness.

Conversion

Each holder of Notes may, at its option, at any time prior to payment in full of the principal amount of the Note or the conversion of the note at the option of the Company, convert, in whole or in part, the outstanding principal amount of its Notes and all accrued and unpaid interest on such Note into 6,250 fully paid and nonassessable shares of Common Stock for each $5,000 aggregate principal amount of Notes then outstanding (the Conversion Ratio). Any interest payable in Conversion Shares shall be converted based on the Conversion Ratio.

At any time following the date on which the Common Stock trades on the OTCQX or other United States market or exchange at a price of $1.40 or greater for 20 consecutive trading days, the Company may elect to convert the then outstanding principal amount of the Notes and any interest payable in shares of Common Stock based on the Conversion Ratio.

Waiver and Amendment

Any provision of the Notes may be amended, waived or modified upon the written consent of the Company and the holders of more than 50% of the principal amount of the Notes then outstanding. A consent or waiver may not reduce the principal amount of any Note without the holder s written consent, or (ii) reduce the rate of interest of any Note without the holder s written consent.

DESCRIPTION OF SECURITIES WE ARE OFFERING

We are offering Units, each Unit consisting of one share of our Common Stock and one half of one Warrant, each whole Warrant to purchase one share of our Common Stock. The Units will not be issued or certificated. The shares of Common Stock and Warrants that we are issuing are immediately separable and will be issued separately. The shares of Common Stock issuable from time to time upon exercise of the Warrants, if any, are also being offered pursuant to this prospectus supplement.

Common Stock

Holders of our Common Stock have the rights set forth above under the heading Description of Capital Stock-Common Stock beginning on page S-17.

Warrants

The following summary of certain terms and provisions of the Warrants that are being offered hereby is not complete and is subject to, and qualified in its entirety by the provisions of the Warrants, the form of which shall be filed as an exhibit to the registration statement of which this prospectus supplement is a part. Prospective investors should carefully review the terms and provisions of the form of the warrant for a complete description of the terms and conditions of the Warrants.

Duration and Exercise Price

The Warrants offered hereby will entitle the holders thereof to purchase up to an aggregate of 8,572,157 shares of our Common Stock at an exercise price of $1.00 per share, commencing immediately on the issuance date and will expire on the three year anniversary of the issuance date. After the close of business on the expiration date, unexercised Warrants will become void. The Warrants are immediately separable from the Common Stock included in the Units and will be issued separately in this Offering. The Warrants will be issued in certificated form.

In the absence of an effective registration statement or an available prospectus thereunder for issuance of shares upon exercise of the Warrants, upon any exercise of the Warrants, we shall be required to pay liquidated damages to the holder during the period of time of unavailability of an effective registration statement or prospectus, as described in the Warrants.

The exercise price of the Warrants is subject to adjustment in the case of stock dividends or other distributions on shares of Common Stock or any other equity or equity equivalent securities payable in shares of Common Stock, stock splits, stock combinations, reclassifications or similar events affecting our Common Stock.

Prior to the exercise of any Warrants, holders of the Warrants will not have any of the rights of holders of the Common Stock purchasable upon exercise, including voting rights; provided, however, that the holders of the Warrants will have certain rights to participate in distributions or dividends or rights offerings on our Common Stock to the extent set forth in the certificates representing the Warrants.

Exercisability

The Warrants may not be exercised by the holder to the extent that the holder, together with its affiliates, would beneficially own, after such exercise more than 4.99% (or, at the election of purchaser prior to the date of issuance, 9.99%) of Common Stock then outstanding, subject to the right of the holder to increase or decrease such beneficial ownership limitation upon notice to us, provided that such limitation cannot exceed 9.99% and provided that any increase in the beneficial ownership limitation shall not be effective until 61 days after such notice is delivered.

Fundamental Transactions

In addition, the Warrants provide that if, at any time while such Warrants are outstanding, we (1) consolidate or merge with or into another corporation, (2) sell all or substantially all of our assets or (3) are subject to or complete a tender or exchange offer pursuant to which holders of our Common Stock are permitted to tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (4) effect any reclassification, reorganization or recapitalization of our Common Stock or any compulsory share exchange pursuant to which our Common Stock is converted into or exchanged for other securities, cash or property, or (5) engage in one or more transactions with another party that results in that party acquiring more than 50% of our outstanding Common Stock (each, a Fundamental Transaction), then the holder of such Warrants shall have the right thereafter to receive, upon exercise of the Warrant, the same amount and kind of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of the number of shares of Common Stock then issuable upon exercise of the Warrant, and any additional consideration payable as part of the Fundamental Transaction. Any successor to us or surviving entity shall assume the obligations under the Warrant.

Exchange Listing

We do not plan on making an application to list the Warrants on any national securities exchange or quotation system.

Waivers and Amendments

The provisions of the Warrants may be amended only if we obtain the written consent of a Holder.

PLAN OF DISTRIBUTION

We engaged H.C. Wainwright & Co., LLC (Wainwright or the placement agent) to act as our exclusive placement agent in the United States to solicit offers to purchase the securities offered by this prospectus supplement. Wainwright is not purchasing or selling any securities, nor are they required to arrange for the purchase and sale of any specific number or dollar amount of securities, other than to use their best efforts to arrange for the sale of the securities by us. Therefore, we may not sell the entire amount of securities being offered. However, we do not intend to accept any subscriptions if the total gross proceeds are less than $11,500,000 in the aggregate. We will enter into a securities purchase agreement directly with the institutional investors, at the investor s option, who purchase our securities in this Offering. Investors who do not enter into a separate purchase agreement shall rely solely on this prospectus supplement in connection with the purchase of our securities in this Offering. In the United States, offers will only be made to and subscriptions will only be accepted from investors that qualify as institutional investors exempt from qualification under the laws and regulations of their state of domicile. Wainwright may engage one or more sub-placement agents or selected dealers to assist with the Offering.

The Units and the securities underlying the Units that are registered on this prospectus supplement and offered hereunder in the United States are also qualified by an MJDS prospectus, as supplemented, filed with the securities regulatory authorities in each of the Canadian provinces of British Columbia, Alberta, Manitoba, Ontario and Québec and are offered under such MJDS prospectus, as supplemented, in such provinces through Echelon as placement agent. Echelon is not registered as a broker-dealer in the United States or any jurisdiction in the United States and, accordingly, Echelon will only solicit or accept offers to purchase or sell the Units in Canada and will not, directly or indirectly, solicit offers to purchase or sell the Units in the United States. Wainwright is not registered as an investment dealer in any Canadian jurisdiction and, accordingly, will only solicit offers to purchase or sell the Units in the United States and will not, directly or indirectly, solicit or accept offers to purchase or sell the Units in Canada.

We have granted Echelon an Over-Allotment Option, exercisable, in whole or in part, at the sole discretion of Echelon, at any time prior to 5:00 p.m. (Montreal time) on the date that is the 30th day after the closing of the Offering, to purchase additional Units and/or any combination of Common Stock and/or Warrants in an amount representing up to an additional 15% of the number of Units sold pursuant to the Offering, at the public offering price to cover over-allocations, if any, and for market stabilization purposes.

Upon the closing of this Offering, we will pay the placement agents (pro rata based on the sales made by such placement agent) a cash transaction fee equal to 7% of the aggregate gross proceeds to us from the sale of the Units in the Offering, provided that the cash transaction fee shall equal 3.5% of the aggregate gross proceeds to us from sale of the Units to certain identified investors only. In addition, we will pay Wainwright a management fee equal to 1% of the aggregate gross proceeds in this Offering. We will also reimburse Wainwright for its expenses incurred in connection with this Offering in a non-accountable amount equal to $40,000 and for its legal and other expenses in connection with this Offering up to $100,000, subject to compliance with FINRA Rule 5110(f)(2)(D)(i). In addition, we will also reimburse Echelon for its expenses incurred in connection with this Offering and for its legal and other expenses in connection with this Offering up to Cdn$120,000, plus taxes and disbursements.

The following table show the per Unit and total placement agent fees we will pay in connection with the sale of the securities in this Offering, assuming the purchase of all of the securities we are offering.

	Per Unit	**Total**
Public Offering Price	$0.70	$12,001,019.80
Placement agent cash fees	$0.049	$840,071.39

Proceeds, before expenses, to us	$0.651	$11,160,948.41

We estimate the total offering expenses of this Offering that will be payable by us, excluding the placement agent cash fees, will be approximately $650 thousand. After deducting the placement agent cash fees and our estimated offering expenses, we expect the net proceeds from this Offering to be approximately $10.5 million.

In addition, we agreed to grant compensation warrants to the placement agents (the Placement Agent Warrants) (pro rata based on the sales made by such placement agent) to purchase a number of shares of our Common Stock equal to 7% of the number of shares of Common Stock sold in this Offering (excluding any shares of Common Stock underlying the warrants issued in this Offering), provided that the Placement Agent Warrants shall equal 3.5% of the number of shares of Common Stock sold to certain identified investors only. The Placement Agent Warrants will be in same form as the Warrants, except that the Placement Agent Warrants will have an exercise price of $0.875 (125% of the offering price per share in this Offering) and the Placement Agent Warrants issued to Wainwright will terminate on the three year anniversary of the effective date of the registration statement of which this prospectus supplement is a part. Pursuant to FINRA Rule 5110(g), the Placement Agent Warrants and any shares issued upon exercise of the Placement Agent Warrants shall not be sold, transferred, assigned, pledged, or hypothecated, or be the subject of any hedging, short sale, derivative, put, or call transaction that would result in the effective economic disposition of the securities by any person for a period of 180 days immediately following the date of effectiveness or commencement of sales of this Offering, except the transfer of any security:

- by operation of law or by reason of our reorganization;
- to any FINRA member firm participating in the Offering and the officers or partners thereof, if all securities so transferred remain subject to the lock-up restriction set forth above for the remainder of the time period;
- if the aggregate amount of our securities held by the placement agent or related persons do not exceed 1% of the securities being offered;
- that is beneficially owned on a pro rata basis by all equity owners of an investment fund, provided that no participating member manages or otherwise directs investments by the fund and the participating members in the aggregate do not own more than 10% of the equity in the fund; or
- the exercise or conversion of any security, if all securities remain subject to the lock-up restriction set forth above for the remainder of the time period.

The Placement Agent Warrants and the Common Stock issuable upon exercise of the Placement Agent Warrants are also being registered pursuant to this prospectus supplement.

In addition, we have granted a right of first refusal to Wainwright pursuant to which it has the right to act as the exclusive advisor, manager or underwriter or placement agent in the United States, as applicable, if the Company or its subsidiaries sell or acquire a business, finance any indebtedness using a manager or agent, or raise capital through a public or private offering of equity or debt securities in the United States at any time prior to the 12 month anniversary of the date of this prospectus supplement, if this Offering closes.

We have also agreed to pay the placement agent a tail fee equal to the cash and warrant compensation in this Offering, if any investor whom the placement agent contacted, or introduced to the Company, during the term of its engagement, provides us with further capital during the six-month period following termination of the placement agent s engagement.

We have agreed to indemnify Wainwright and Echelon against certain liabilities, including, in the case of Wainwright, liabilities under the Securities Act of 1933, or to contribute to payments Wainwright and Echelon may be required to make with respect to any of these liabilities.

The placement agent may be deemed to be an underwriter within the meaning of Section 2(a)(11) of the Securities Act and any fees received by it and any profit realized on the sale of the securities by it while acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. The placement agent will be required to comply with the requirements of the Securities Act and the Exchange Act of 1934, as amended (the Exchange Act),

including, without limitation, Rule 10b-5 and Regulation M under the Exchange Act. These rules and regulations may limit the timing of purchases and sales of our securities by the placement agent. Under these rules and regulations, the placement agent may not (i) engage in any stabilization activity in connection with our securities; and (ii) bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities, other than as permitted under the Exchange Act, until the placement agent has completed its participation in the distribution.

The public offering price of the Units we are offering will be negotiated between us and the investors, in consultation with Wainwright and Echelon based on the trading of our Common Stock prior to the Offering, among other things, and may be at a discount to the current market price. Other factors considered in determining the public offering price of the shares of our Common Stock we are offering include the history and prospects of the Company, the stage of development of our business, our business plans for the future and the extent to which they have been implemented, an assessment of our management, general conditions of the securities markets at the time of the Offering and such other factors as were deemed relevant.

The placement agent has performed investment banking services for us in the past, for which it has received customary fees and expenses. The placement agent may, from time to time, engage in transactions with or perform services for us in the ordinary course of its business and may continue to receive compensation from us for such services, but we have no present agreements with the placement agent to do so.

Our Common Stock is quoted on the OTCQX under the symbol IGXT and listed on the TSX-V under the symbol IGX .

The transfer agent and registrar for our Common Stock is Philadelphia Stock Transfer, Inc.

LEGAL MATTERS

The validity of the Common Stock and Warrants offered hereby will be passed upon by Dorsey & Whitney, LLP.

EXPERTS

IntelGenx Technologies Corp. financial statements for the years ended December 31, 2017 and 2016 included in this registration statement have been audited by Richter, LLP, Montreal, Quebec, an independent registered public accounting firm, as stated in their report, and have been so included in reliance upon the report of said firm and their authority as experts in accounting and auditing. This report expresses an unqualified opinion.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We file reports and other information with the Securities and Exchange Commission. We have also filed a registration statement on Form S-3, including exhibits, with the SEC with respect to the shares being offered in this Offering. This prospectus supplement is part of the registration statement, but it does not contain all of the information included in the registration statement or exhibits. For further information with respect to us and our Common Stock, we refer you to the registration statement and to the exhibits and schedules to the registration statement. Statements contained in this prospectus supplement as to the contents of any contract or any other document referred to are not necessarily complete, and in each instance, we refer you to the copy of the contract or other document filed as an exhibit to the registration statement. Each of these statements is qualified in all respects by this reference. You may inspect a copy of the registration statement and other reports we file with the Securities and Exchange Commission without charge at the SEC s principal office in Washington, D.C., and copies of all or any part of the registration statement may be obtained from the Public Reference Section of the SEC, 100 F Street NE, Washington, D.C. 20549, upon payment of fees prescribed by the SEC. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the Web site is http://www.sec.gov. The SEC s toll free investor information service can be reached at 1-800-SEC-0330.

DOCUMENTS INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference the information contained in documents that we file with them. We are incorporating by reference into this prospectus supplement the documents listed below (excluding any information furnished under Items 2.02 or 7.01 in any Current Report on Form 8-K):

- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 that we filed with the SEC on March 29, 2018;
- Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 that we filed with the SEC on May 10, 2018;
- Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 that we filed with the SEC on August 9, 2018;
- Our Proxy Statement on Schedule 14A that we filed with the SEC on March 29, 2018 (the Proxy Statement);
- Our Current Reports on Form 8-K filed with the SEC on January 26, 2018, May 10, 2018 and October 17, 2018; and
- The description of the Registrant s shares of Common Stock set forth in the registration statement on Form 10SB12G filed with the Securities and Exchange Commission on July 28, 2000.

By incorporating by reference our Annual Report on Form 10-K, and our Proxy Statement, we can disclose important information to you by referring you to our Annual Report on Form 10-K, and our Proxy Statement, which are considered part of this prospectus supplement.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus supplement modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

All documents that we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the effective date of the initial registration statement of which this prospectus supplement is a part and all such documents that we file with the SEC after the date of this prospectus supplement and before the termination of the Offering of our securities shall be deemed incorporated by reference into this prospectus supplement and to be a part of this prospectus supplement from the respective dates of filing such documents. Unless specifically stated to the contrary, none of the information that we disclose under Items 2.02 or 7.01 of any Current Report on Form 8-K that we may from time to time furnish to the SEC will be incorporated by reference into, or otherwise included in, this prospectus supplement.

Any statement contained in a document incorporated by reference in this prospectus supplement shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this prospectus supplement modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

Copies of the documents incorporated by reference in this prospectus supplement may be obtained on written or oral request without charge from our Corporate Secretary at 6420 Abrams, Ville Saint Laurent, Quebec H4S 1Y2, Canada (telephone: (514) 331-7440).

We also maintain a web site at http://www.intelgenx.com through which you can obtain copies of documents that we have filed with the SEC. The contents of that site are not incorporated by reference into or otherwise a part of this prospectus supplement.

PROSPECTUS

IntelGenx Technologies Corp.

$100,000,000
Common Stock
Warrants
Rights
Units
Subscription Receipts
Preferred Stock
Debt Securities

IntelGenx Technologies Corp. may offer and sell, from time to time, up to $100,000,000 aggregate initial offering price of the Company s common stock, $0.00001 par value (which we refer to as Common Stock), warrants to purchase Common Stock (which we refer to collectively as Warrants), rights to purchase Common Stock or other securities of the Company (which we refer to as Rights), subscription receipts for Common Stock, Warrants, Preferred Stock or any combination thereof (which we refer to as Subscription Receipts), preferred stock of the Company (which we refer to as Preferred Stock), or debt securities of the Company which may or may not be converted into other securities (which we refer to as Debt Securities), or any combination thereof (which we refer to as Units), in one or more transactions under this Prospectus (which we refer to as the Prospectus). We may also offer under this Prospectus any Common Stock issuable upon the exercise of Warrants and any Common Stock or other securities of the Company issuable upon the exercise of Rights and any Common Stock issuable on conversion of Subscription Receipts, Preferred Stock or Debt Securities. Collectively, the Common Stock, Warrants, Rights, Subscription Receipts, Preferred Stock, Debt Securities, shares of Common Stock issuable upon exercise of the Warrants, Common Stock or other securities of the Company issuable upon the exercise of Rights, Subscription Receipts, Preferred Stock, and Debt Securities and Units are referred to as the Securities.

This Prospectus provides you with a general description of the Securities that we may offer. Each time we offer Securities, we will provide you with a prospectus supplement (which we refer to as the Prospectus Supplement) that describes specific information about the particular Securities being offered and may add, update or change information contained in this Prospectus. You should read both this Prospectus and the Prospectus Supplement, together with any additional information which is incorporated by reference into this Prospectus and the Prospectus Supplement. **This Prospectus may not be used to offer or sell Securities without the Prospectus Supplement which includes a description of the method and terms of that offering.**

We may sell the Securities on a continuous or delayed basis to or through underwriters, dealers or agents or directly to purchasers. The Prospectus Supplement, which we will provide to you each time we offer Securities, will set forth the names of any underwriters, dealers or agents involved in the sale of the Securities, and any applicable fee, commission or discount arrangements with them. For additional information on the methods of sale, you should refer to the section entitled Plan of Distribution in this Prospectus.

Our Common Stock is quoted on the OTCQX under the symbol IGXT and on the TSX Venture Exchange (the TSX-V) under the symbol IGX . The closing price of our Common Stock as quoted on the OTCQX on October 3, 2018 was $1.13, and the closing price of our Common Stock on the TSX-V on October 3, 2018 was CDN $1.51. **There is currently no market through which the Securities, other than the Common Stock, may be sold, and purchasers may not be able to resell the Securities purchased under this Prospectus. This may affect the pricing of the Securities, other than the Common Stock, in the secondary market, the transparency and**

availability of trading prices, the liquidity of these Securities and the extent of issuer regulation. See Risk Factors.

Investing in the Securities involves risks. See Risk Factors on page 14.

These Securities have not been approved or disapproved by the U.S. Securities and Exchange Commission (which we refer to as the SEC) or any state securities commission nor has the SEC or any state securities commission passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus is October 4, 2018

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