



**Item 1.01 Entry into a Material Definitive Agreement Item 3.02 Unregistered Sales of Equity Securities**

On May 15, 2015, Lexaria closed a private placement by issuing 5,000,000 units at a price of US\$0.10 per unit for gross proceeds of US\$500,000. Each Unit consists of one common share of the Company and one full transferable Share purchase warrant ( Warrant ). Each Warrant will be exercisable into one further Share (a Warrant Share ) at a price of US\$0.25 per Warrant Share for a period of twenty four (24) months following closing.

Two Directors of the Company participated in the private placement for \$30,000.

A cash finders fee for \$32,900 was paid to GMP Securities, Mackie Research and Peter Przygoda.; and 329,000 broker warrants with an exercise price of \$0.20 for a period of twenty four months were issued to GMP, Mackie Research and Peter Przygoda.

Proceeds of the private placement will be used for development, deployment and marketing of cannabidiol and G&A.

The Company issued the units to fifteen (15) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. Each of the subscribers represented that they were not a US person as such term is defined in Regulation S.

The securities referred to herein will not be and have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the private placement is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

- 10.1 Form of Subscription Agreement (1) for Private Placement closed on May 15, 2015
  - 10.2 Form of Warrant Agreements (1) dated May 15, 2015
  - 10.3 Form of Broker Warrant Agreement (1) dated May 15, 2015
  - 99.1 Press Release announcing closing of Private Placement
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**SIGNATURES**

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

Dated: May 15, 2015

Lexaria Corp.  
(Signature) By: */s/ Chris Bunka*  
Chris Bunka  
President & CEO

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