

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

FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended June 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 000-54495

REZOLUTE, INC

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of other jurisdiction of incorporation or organization)

27-3440894

(I.R.S. Employer Identification No.)

1450 Infinite Drive, Louisville CO

(Address of Principal Executive Offices)

80027

(Zip Code)

(303)222-2128

(Registrant's Telephone Number, including Area Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: Common Stock, par value \$0.001
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), or an emerging growth company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

Number of shares of issuer's common stock outstanding as of December 31, 2018: 62,166,309

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends the Rezolue, Inc. (“Rezolute”, or the “Company”) Annual Report on Form 10-K for the fiscal year ending June 30, 2018, as filed with the Securities and Exchange Commission (“SEC”) on October 15, 2018 (the “Original Filing”). We are filing this Amendment No. 1 to include the information required by Part III of Form 10-K that was not included in the Original Filing, as we did not file our definitive proxy statement within 120 days after the end of our fiscal year ended June 30, 2018. As required by Rule 12b-15 under the Securities Exchange Act of 1934, new certificates of our principal executive officer and principal financial officer are being filed as exhibits to this Amendment No. 1 on Form 10-K/A.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Filing. Accordingly, this Amendment No. 1 should be read in conjunction with our filings with the SEC subsequent to the date of the Original Filing.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The following table sets forth certain information with respect to our current directors, executive officers and key employees. The term for each director expires at our next annual meeting or until his or her successor is appointed. The ages of the directors, executive officer and key employees are shown as of December 31, 2018.

<u>Name</u>	<u>Position</u>	<u>Age</u>
Nevan C. Elam	Chief Executive Officer and Chairman of the Board	50 (1)
Hoyoung Huh, Ph.D.	Director, Vice Chairman of the Board	48 (2)
David F. Welch, Ph.D.	Director	55 (3)
Samir Patel, M.D.	Director	48 (4)
Tae Hoon Kim	Director	36 (4)
Gil Labrucherie	Director	47 (5)
Sankaram Mantripragada, Ph.D.	Chief Scientific Officer	59 (6)
Keith Vendola	Chief Financial Officer	46 (7)

- (1) Effective January 31, 2013, Nevan C. Elam was appointed as Chief Executive Officer and as a member of the Board for Rezolute. Effective December 31, 2013, Nevan Elam was appointed as Chairman of the Board.
- (2) Effective January 31, 2013, Hoyoung Huh was appointed as a member of the Board of Rezolute. Effective April 4, 2018 Dr. Huh was appointed Vice Chairman of the Board.
- (3) Effective July 24, 2015, David Welch was appointed as a member of the Board of Rezolute.
- (4) Effective March 17, 2017, Samir Patel and Tae Hoon Kim were appointed as members of the Board of Rezolute.
- (5) Effective October 9, 2017, Gil Labrucherie was appointed as a member of the Board of Rezolute.
- (6) Effective January 31, 2013, Sankaram Mantripragada was appointed as Chief Scientific Officer for Rezolute.
- (7) Effective May 16, 2018, Keith Vendola was appointed as Chief Financial Officer for Rezolute.

Set forth below is biographical information with respect to each of the aforementioned individuals.

Nevan C. Elam. Mr. Elam serves as our Chief Executive Officer and as the Chairman of our Board. Mr. Elam was as a Managing Director of Konus Advisory Group, Inc. from January 2012 to September 2014. Prior to his service with Rezolute and Konus Advisory Group, Inc., Mr. Elam served as Chief Executive Officer and President of AeroSurgical Ltd., a medical device company operating out of Ireland. Prior to his service with AeroSurgical Ltd., Mr. Elam was Head of the Pulmonary Business Unit and Senior Vice President of Nektar Therapeutics from April, 2007 through December 2008 and served as Nektar's Senior Vice President of Corporate Operations and General Counsel from January 2005 through April 2007. From March 2004 through December 2004, Mr. Elam served as an Advisor to E2open, Inc. From February 2002 through March 2004, Mr. Elam served as Chief Financial Officer of E2open and from October 2000 to February 2002, he served as Vice President of Business and Corporate Development of E2open. Prior to E2open, Mr. Elam was a Partner in the corporate practice of the law firm of Wilson Sonsini Goodrich & Rosati, where he served for eight years. He serves as Director of pH Pharma, Co., Ltd, Savara, Inc., AeroSurgical Ltd. and Aerogen Ltd. Mr. Elam received his Juris Doctorate from Harvard Law School and a Bachelors of Arts from Howard University. We believe that Mr. Elam's experience advising pharmaceutical companies of their unique legal and regulatory obligations qualifies him to serve on the Board.

Sankaram Mantripragada, Ph.D. Dr. Mantripragada serves as our Chief Scientific Officer. Prior to his service with our Company, Dr. Mantripragada served as the Chief Scientific Officer of Antria Delaware. Prior to his service with Antria Delaware, Dr. Mantripragada served as VP of Research and Development of PR Pharmaceuticals from June 2005 until October 2009. From October 2004 until June 2005, Dr. Mantripragada was an advisor to companies specializing in diabetes, cell-based therapies and cardiovascular diseases. Dr. Mantripragada served as Director, Research and Development of Guidant Corporation, now part of Abbott Vascular, from September 2003 until October 2004. Prior to that, he served as Director, Research and Development and Vice President, Scientific Development of SkyePharma from September 1992 until September 2003. Prior to that, he was an Assistant Professor of Biochemistry at the University of Virginia, School of Medicine from January 1989 until September 1994. Dr. Mantripragada obtained his Ph.D. in Molecular Biophysics from the Indian Institute of Science and completed a postdoctoral research program at the Max Planck Institute for Biophysical Chemistry in Germany.

Hoyoung Huh, M.D., Ph.D. Dr. Huh serves as a Vice Chairman of our Board, Chairman of our Scientific Advisory Board and Business Development. Dr. Huh is also currently the Chief Executive Officer and Chairman of pH Pharma, Co., Ltd. Dr. Huh was a Managing Director of Konus Advisory Group, Inc. from January 2012 to September 2014 with Mr. Elam. Prior to founding Konus Advisory Group, Inc., Dr. Huh was Chief Executive Officer of BiPar Sciences, Inc. from February 2008 until December 2010. In addition, Dr. Huh has been involved in the formation, management and board positions of multiple biotechnology and innovation-based companies. Dr. Huh currently serves as the Chairman of the Board of Geron Corporation and CytomX Therapeutics as well as on the board of directors for Adnex Therapeutics, ReSurge International and SF Jazz. Dr. Huh holds an M.D. from Cornell University Medical College, a Ph.D. in Genetics/Cell Biology from the Cornell University/Sloan-Kettering Institute, and a Bachelor's degree in biochemistry from Dartmouth College. We believe that Dr. Huh's medical experience and his experience working with pharmaceutical companies qualifies him to serve on the Board.

David F. Welch, Ph.D. Dr. Welch serves as a member of our Board. Dr. Welch is the co-founder of Infinera Corporation and has served as the President since June 2013 and as a member of the Board since October 2010. Dr. Welch has served in various executive roles within Infinera Corporation since May of 2001. Prior to joining Infinera, Dr. Welch served in various executive roles, including as Chief Technology Officer of the Transmission Products Group of JDS Uniphase Corporation, an optical component company, and Chief Technology Officer and Vice President of Corporate Development of SDL Inc., an optical component company. Dr. Welch holds over 130 patents, and has been awarded the Optical Society of America's ("OSA") Adolph Lomb Medal, Joseph Fraunhofer Award, the John Tyndall Award and the IET JJ Thompson Medal for Achievement in Electronics, in recognition of his technical contributions to the optical industry. He is a Fellow of OSA and the Institute of Electrical and Electronics Engineers. We believe that Dr. Welch's leadership experience and his experience with public companies qualifies him to serve on the Board.

Samir Patel, M.D. Dr. Patel currently serves as a member of our Board. Dr. Patel is co-founder, principal and former CEO of SPEC Pharma, LLC, which specializes in injectable therapies with complex manufacturing. He is also co-founder, principal and CEO of Digital Therapeutics, LLC, a company investigating therapies for digital ulcerations, a severe rheumatologic condition with high unmet medical need. Dr. Patel previously served as Medical Director of Centocor, Inc., a Johnson & Johnson Company where he oversaw Medical Affairs for Remicade, Stelara and Simponi. Prior to joining Centocor, he practiced adult and pediatric rheumatology in Austin, Texas. Dr. Patel holds a B.S. in Biology from the University of Cincinnati and an M.D. from the Medical College of Ohio. He completed his residency in Internal Medicine and fellowship in Rheumatology at the University of New Mexico. We believe that Dr. Patel's experience with pharmaceutical companies and his medical background qualifies him to serve on the Board.

Tae Hoon Kim. Mr. Kim currently serves as a member of our Board. Mr. Kim is currently the Chief Executive Officer for Aju Pharm, a pharmaceutical company in the Republic of Korea with more than 60 years of operations. From 2011 to 2014, Mr. Kim was with Genentech, Inc. in their market planning and sales operations divisions. Mr. Kim has a B.S. degree in Cellular and Molecular Biology from the University of Michigan and MBA from Dartmouth College. We believe Mr. Kim's experience working with pharmaceutical companies qualifies him to serve on the Board.

Keith Vendola, M.D., MBA. Dr. Vendola serves as our Chief Financial Officer. Dr. Vendola previously served as Vice President of Competitive Strategy and Chief of Staff at Coherus BioSciences while the market cap exceeded \$1 billion. In this role, he interacted extensively with Wall Street and executed multiple financings. In addition, he has served in senior finance and corporate development roles at a variety of pharmaceutical companies and as an investment banker within the healthcare groups of Banc of America Securities and Chase. As an executive and investment banker, he has contributed to many transactions and helped companies raise over \$850 million. Dr. Vendola received an M.B.A. in finance from Northwestern's Kellogg School of Management, M.D. from Dartmouth Medical School and B.A. in psychology from the College of the Holy Cross, where he graduated with honors. He completed an executive education program at Harvard Business School focused on strategic negotiations as well as a research fellowship in the Developmental Endocrinology Branch of the National Institutes of Health, where he was an author on multiple papers.

Gil Labrucherie. Mr. Labrucherie serves as a member of our Board and Chairman of the Audit Committee. Mr. Labrucherie currently serves as the CFO for Nektar Therapeutics. Prior to his service as CFO at Nektar, he was Senior Vice president, General Counsel and Secretary of Nektar from 2007 to 2016. Mr. Labrucherie began his career as an associate in the corporate practice of the law firm of Wilson Sonsini Goodrich & Rosati. Mr. Labrucherie received his J.D. from University of California Boalt Hall School of Law, where he was a member of the California Law Review and Order of the Coif, and received his B.A. from the University of California, Davis. Mr. Labrucherie is a member of the State Bar of California and is a Certified Management Accountant. We believe that Mr. Labrucherie's leadership experience and his experience with public companies qualifies him to serve on the Board.

Family Relationships

There are no family relationships between any of our directors or executive officers.

Legal Proceedings

On March 31, 2017, Alpha Venture Capital Partners, L.P., a stockholder, filed a derivative complaint against all of the then current members of our board of directors and certain executive officers, as defendants, and the Company, as nominal defendant, in the Court of Chancery of the State of Delaware (the “**Chancery Court**”). Through the complaint, the plaintiff asserted, on behalf of the Company, actions for breach of fiduciary duties in connection with prior determinations of our board of directors relating to options granted under the Company’s 2016 Non Qualified Stock Option Plan (the “**2016 Plan**”) and certain corporate governance deficiencies. The plaintiff sought relief including disgorgement of stock options issued under the 2016 Plan, reformation of the 2016 Plan to reduce the number of options issuable under the 2016 Plan, certain corporate governance changes, an award of unspecified damages and an award for attorneys’ fees and other costs.

On May 2, 2017, the parties to the litigation agreed to a settlement agreement (the “**Settlement**”) regarding the litigation and submitted the terms of the settlement to the Chancery Court for its approval. We agreed to among other things (i) cancel certain options granted to certain members of the board of directors and our executive officers, (ii) reduce the number of options issuable under the 2016 plan, (iii) include an amendment to the Company’s Bylaws at the Company’s next annual meeting and (iv) implement certain corporate governance changes. The proposed settlement was conditioned upon, among other things, approval by the Chancery Court. We believed the claims asserted in the action are without merit but we entered into the settlement to avoid the costs, risks and uncertainties inherent in litigation. The Chancery Court approved the settlement in all respects on June 28, 2017.

In September 2017, the Company settled with the plaintiff’s lawyer to pay certain legal expenses related to the Settlement (“**Fee Settlement**”). The Company paid \$125,000 at the time the Fee Settlement is approved by the Chancery Court and an additional \$125,000 on April 30, 2018.

Code of Ethics

We have adopted a code of business conduct and ethics that is applicable to all of our employees, officers and directors. The code is available on our web site, www.rezolutebio.com, under the “Investor Relations” tab. We intend to disclose future amendments to, or waivers from, certain provisions of our code of ethics, if any, on the above website within four business days following the date of such amendment or waiver.

Committees of the Board of Directors

The standing committees of our Board of Directors are the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee.

Audit Committee

Due to the size and structure of the Company and its Board of Directors, the Board historically did not have a standing Audit Committee. The functions that would be performed by the Audit Committee had been performed by the entire Board of Directors. The Audit Committee was created on August 21, 2017. Prior to creation of the Audit Committee, with respect to functions customarily performed by independent members of an audit committee, our non-independent directors did not participate in such functions.

The Audit Committee currently consists of Messrs. Labrucherie, Kim and Welch. The Audit Committee has been established in accordance with the rules and regulations of the SEC and each of the current members of the Audit Committee is an “independent director” as defined in Rule 5605(a)(2) of the Nasdaq Listing Rules. In addition, the Board has determined that Messrs. Labrucherie, Kim and Welch qualify as “audit committee financial experts” as such term is used in the rules and regulations of the SEC.”

The Audit Committee meets periodically with the Company’s independent registered public accountants and reviews the Company’s accounting policies and internal controls. It also reviews the scope and adequacy of the independent registered public accountants’ examination of the Company’s annual financial statements. In addition, the Audit Committee selects the firm of independent registered public accountants to be retained by the Company, subject to stockholder approval, pre-approves services rendered by its independent registered public accountants and pre-approves all related-party transactions.

The Audit Committee operates under an Audit Committee Charter, which was approved on August 21, 2017 and is available on the Company’s website.

Compensation Committee

Due to the size and structure of the Company and its Board of Directors, the Board historically did not have a standing Compensation Committee. The functions that would be performed by the Compensation Committee had been performed by the entire Board of Directors. The Compensation Committee was created on August 21, 2017. Prior to creation of the Compensation Committee, with respect to functions customarily performed by independent members of a compensation committee, our non-independent directors did not participate in such functions.

The Compensation Committee currently consists of three members, including Messrs. Patel, Welch and Kim. Each of the current members of the Compensation Committee is a non-employee director, and each member is independent as defined in Rule 5605(a)(2) of the Nasdaq Listing Rules. The Compensation Committee is responsible for establishing and administering the Company's compensation arrangements for all executive officers.

The Compensation Committee meets no less frequently than annually (and more frequently as circumstances dictate) to discuss and determine executive officer and director compensation. The Compensation Committee does not generally retain the services of any compensation consultants. However, from time to time it utilizes compensation data from companies that the Compensation Committee deems to be competitive with the Company in connection with its annual review of executive compensation. The Compensation Committee has the power to form and delegate authority to subcommittees when appropriate, provided that such subcommittees are composed entirely of directors who would qualify for membership on the Compensation Committee pursuant to applicable Nasdaq Listing Rules.

No additional compensation is paid to directors for participation on the Compensation Committee. The Compensation Committee operates under a written charter, which was adopted on August 21, 2017 and is available on the Company's website.

Nominating and Governance Committee

Due to the size and structure of the Company and its Board of Directors, the Board historically did not have a standing Nominating and Governance Committee. The functions that would be performed by the Nominating and Governance Committee had been performed by the entire Board of Directors. The Nominating and Governance Committee was created on August 21, 2017. Prior to creation of the Nominating and Governance Committee, with respect to functions customarily performed by independent members of a nominating and governance committee, our non-independent directors did not participate in such functions.

The Nominating and Governance Committee currently consists of Messrs. Sherman and Patel. The Nominating and Governance Committee has been established in accordance with the rules and regulations of the SEC and each of the current members of the Nominating and Governance Committee is an "independent director" as defined in Rule 5605(a)(2) of the Nasdaq Listing Rules.

Stockholders who wish to recommend nominees for consideration by the Board of Directors or Nominating and Governance Committee must submit their nominations in writing to the Company's Chairman. Submissions must include sufficient biographical information concerning the recommended individual for the Board of Directors or Nominating and Governance Committee to consider, including age, five-year employment history with employer names and a description of the employer's business, whether such individual can read and comprehend basic financial statements, and other board memberships (if any) held by the recommended individual. The submission must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors or Nominating and Governance Committee and to serve if elected by stockholders. The Board of Directors or Nominating and Governance Committee may consider such stockholder recommendations when it evaluates and recommends nominees to the Board of Directors for submission to the stockholders at each Annual Meeting.

The Nominating and Governance Committee operates under a Nominating and Governance Committee Charter, which was approved on August 21, 2017 and available on the Company's website.

The Board of Directors and the Nominating and Corporate Governance Committee do not have a specific diversity policy, but consider diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for Board membership. Diversity is important because a variety of points of view contribute to a more effective decision-making process.

Scientific Advisory Board.

The Company has established a Scientific Advisory Board. Dr. Huh serves as the Chairman of the Scientific Advisory Board. The other members of the board are Fredrick B. Kraemer, M.D., Philip Home, M.A., D.Phil., D.M., F.R.C.P., Jerrold Olefsky, M.D., Andrew R. Hoffman, M.D., and C. Ronald Kahn, M.D.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of our common stock, to file reports regarding ownership of, and transactions in, our securities with the SEC and to provide us with copies of those filings. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during the period from July 1, 2017 to June 30, 2018, other than Hoyoung Huh, all filing requirements applicable to its officers, directors and ten percent beneficial owners were complied with.

Non-Employee Director Compensation

In consideration for their service on the Board, Rezolute compensates its non-employee directors with an annual fee as well as in the form of options for each year for their continued service. Rezolute also reimburses its directors for reasonable out of pocket expenses incurred in attending Rezolute's board meetings and in carrying out their board duties. During the fiscal year ended June 30, 2018, Dr. Sherman was paid \$6,250 in director fees. During the fiscal year ended June 30, 2017, Dr. Sherman was paid \$25,000 in director fees.

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table

The following table shows the particulars of compensation paid to our current executive officers during the periods ending June 30, 2018 and 2017.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Option Award (\$) (f)	All Other Compensation (\$) (i)	Total (\$) (j)
<i>Current Named Executive Officers</i>						
Nevan Elam (1) <i>Chief Executive Officer</i>	2018	450,000	-	1,910,568	18,334	2,378,902
	2017	450,000	135,000	1,930,407	18,641	2,534,048
Sankaram Mantripragada (2) <i>Chief Scientific Officer</i>	2018	350,000	175,000	938,274	18,477	1,481,751
	2017	350,000	78,750	611,344	30,138	1,070,232
Hoyoung Huh (3) <i>Chairman of Scientific Advisory Board and Business Development</i>	2018	162,000	-	1,065,372	15,109	1,242,481
	2017	216,000	-	962,584	18,092	1,196,676
Morgan Fields (4) <i>Chief Accounting Officer</i>	2018	145,000	-	281,993	7,121	434,114
	2017	145,000	27,188	266,383	15,508	454,079
Keith Vendola (5) <i>Chief Financial Officer</i>	2018	55,000	-	-	203	55,203
	2017	-	-	-	-	-

- (1) Mr. Elam was appointed the Chief Executive Officer of Antria Delaware on June 1, 2012 and was appointed the Chief Executive Officer of AntriaBio on January 31, 2013. Mr. Elam received a base salary of \$230,000 beginning in June 2012 which increased to \$390,000 on March 26, 2014 and increased to \$450,000 effective January 1, 2015. On September 26, 2016, the Board approved a bonus to Mr. Elam of \$135,000 related to calendar year 2015. The Board approved a bonus to Mr. Elam on February 23, 2015 of \$195,000 related to calendar year 2014, which Mr. Elam elected to defer and have paid at a later date. The other compensation also includes employee benefits that the Company paid during the fiscal year ended June 30, 2018.
- (2) Dr. Mantripragada was appointed the Chief Scientific Officer of Antria Delaware on April 1, 2012 and was appointed the Chief Scientific Officer of AntriaBio on January 31, 2013. Dr. Mantripragada is to receive a base salary of \$275,000 beginning in April 2012 which increased to \$295,000 on January 1, 2013 and increased to \$350,000 effective January 1, 2015. On September 26, 2016, the Board approved a bonus to Dr. Mantripragada of \$78,750 related to calendar year 2015. The Board approved a bonus to Dr. Mantripragada on February 23, 2015 of \$218,000 related to calendar year 2014 which Dr. Mantripragada elected to defer and have paid at a later date. Dr. Mantripragada's is also to receive a one time bonus of \$175,000 after the initiation of the human clinical trial for AB101, which occurred in the calendar year ended 2017 and Dr. Mantripragada elected to defer and have paid at a later date. The other compensation also includes employee benefits that the Company paid during the fiscal year ended June 30, 2018.
- (3) Dr. Huh was appointed as an executive officer on January 1, 2015. Dr. Huh is to receive a base salary of \$216,000 beginning on January 1, 2015 and received a one-time bonus of \$95,000 related to calendar year 2014 of which Dr. Huh elected to defer \$47,500 until a later date. The other compensation also includes employee benefits that the Company paid for the employee. Prior to January 1, 2015 all compensation was as a director. See "Director Compensation" table. Effective April 6, 2018, Dr. Huh was appointed Vice Chairman of the Board of Directors.

(4) Ms. Fields was appointed the Chief Accounting Officer on July 18, 2014 with a base salary of \$130,000 which was increased to \$145,000 effective January 1, 2015. On September 26, 2016, the Board approved a bonus to Ms. Fields of \$36,250 related to calendar year 2015. The other compensation also includes employee benefits that the Company paid for the employee. All previous compensation was as non-executive compensation. Ms. Fields resigned from the Company on June 26, 2018.

(5) Mr. Vendola was appointed the Chief Financial Officer on May 16, 2018 with a base salary of \$330,000. The other compensation also includes employee benefits that the Company paid for the employee during the fiscal year ended June 30, 2018.

Outstanding Equity Awards

The following table provides a summary of equity awards outstanding for each of the Named Executive Officers and Directors as of June 30, 2018:

Name (a)	Number of Securities Underlying Unexercised Options Exercisable (#) (b)	Number of Securities Underlying Unexercised Options Unexercisable (#) (c)	Equity Incentive Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price (\$) (e)	Option Expiration Date (f)
Nevan C. Elam	1,350,000	-	-	\$ 3.12	3/26/2021
	1,450,000	-	290,000	\$ 2.06	2/23/2025
	<u>1,458,333</u>	-	<u>2,041,667</u>	\$ 1.20	10/31/2026
	4,258,333		2,331,667		
Sankaram Mantripragada, Ph.D.	500,000	-	-	\$ 3.12	3/26/2021
	579,167	-	115,833	\$ 2.06	2/23/2025
	270,833	-	729,167	\$ 1.20	10/31/2026
	<u>250,000</u>	-	<u>750,000</u>	\$ 1.20	10/31/2026
	1,600,000		1,595,000		
Hoyoung Huh, M.D., Ph.D	350,000	-	-	\$ 3.12	3/26/2021
	673,333	-	134,667	\$ 2.06	2/23/2025
	<u>1,666,667</u>	-	<u>2,333,333</u>	\$ 1.20	10/31/2026
	2,690,000		2,468,000		
Morgan Fields	4,167	-	-	\$ 4.50	1/30/2018
	110,000	-	-	\$ 3.12	3/26/2021
	24,479	-	-	\$ 1.84	7/18/2021
	255,833	-	127,917	\$ 2.06	2/23/2025
	<u>250,000</u>	-	<u>-</u>	\$ 1.20	10/31/2026
	644,479		127,917		

Director Compensation

The following table shows the particulars of compensation paid to our current directors during the years ending June 30, 2018 and 2017.

Name and Principal Position (a)	Year (b)	Fees earned	Stock	Option Award	Non-Equity	Nonqualified	All Other	Total (\$)
		Cash (\$) (c)	Award (\$) (d)	(e)	Incentive Plan Compensation (\$) (f)	Deferred Compensation Earnings (\$) (g)	Compensation (\$) (h)	
<i>Current Named Directors</i>								
Nevan Elam (1)	2018	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-
Hoyoung Huh (2)	2018	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-
Barry Sherman (3)	2018	6,250	-	99,638	-	-	-	105,888
	2017	25,000	-	99,638	-	-	-	124,638
David Welch (4)	2018	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-
Samir Patel (5)	2018	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-
Tae Hoon Kim (5)	2018	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-
Gil Labrucherie (6)	2018	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-

- (1) The only compensation received by this individual was for serving as an officer of the Company and included in the executive compensation.
- (2) Dr. Huh received options to purchase 350,000 shares on March 28, 2014. Effective January 1, 2015, Dr. Huh was appointed as an executive officer and all compensation became as an officer of the Company. Effective April 4, 2018, Dr. Huh, was appointed Vice Chairman of the Board.
- (3) On July 18, 2014, Dr. Sherman was appointed as a director of the Board. On July 18, 2015, he received options to purchase 75,000 shares of common stock and on February 23, 2015, he received options to purchase 187,000 shares of common stock. Dr. Sherman is also to receive an annual fee of \$25,000.
- (4) On July 24, 2015, Dr. Welch was appointed as a director of the board. Dr. Welch received no compensation for the years ending June 30, 2018 and 2017.
- (5) On March 17, 2017, Dr. Patel and Mr. Kim were appointed as directors to the board. Dr. Patel and Mr. Kim received no compensation for the years ending June 30, 2018 and 2017.
- (6) On October 9, 2017, Mr. Labrucherie was appointed as a director of the Board. Mr. Labrucherie received no compensation for the years ended June 30, 2018 and 2017.

Employment Agreements

Nevan Elam

On June 18, 2012, we entered into an agreement with Nevan Elam to serve as Chief Executive Officer of Antria Delaware. Under the terms of this agreement, Mr. Elam will be entitled to receive an annual base of two hundred thirty thousand dollars (\$230,000) until the executive commits full time to the business at which time his salary will increase to three hundred fifty thousand dollars (\$350,000). At any time following the date of Mr. Elam's employment agreement, the Board may request in writing that Mr. Elam commit one hundred percent (100%) of his time and energy to the business of the Company and Mr. Elam shall have 60 days to comply with the Board's request or shall tender his resignation as an officer of the Company. Mr. Elam is entitled to an annual bonus equal to forty percent (40%) of his base salary based on criteria set by the Board. Mr. Elam is also eligible for a one-time bonus when the Company raises an aggregate of five million dollars in financing. Mr. Elam is also eligible to receive grants of options to purchase shares of common stock as consideration for services rendered. Mr. Elam will be eligible to participate in all benefit programs available to our executives and employees, including any employee incentive option plan, and medical and dental benefit plans. We will also provide life and disability insurance. Also under the terms of the agreement, Mr. Elam will be entitled to reimbursement for reasonable travel and business expenses and receives a monthly automobile allowance. Additionally, at age 65, Mr. Elam is entitled to a pension benefit equal to one-month's salary for each year of employment. The agreement requires Mr. Elam to undertake certain confidentiality, non-competition and non-solicitation obligations. In

the event that we terminate Mr. Elam's employment without cause, the Company will pay the base salary severance on a monthly basis to Mr. Elam for a period of six months.

On March 26, 2014, we entered into an amended and restated employment agreement with Mr. Elam, amending his employment agreement. The amended employment agreement provides, among other things, for: (i) an increase in Mr. Elam's base salary from \$230,000 to \$390,000; (ii) a termination of the bonus due to Mr. Elam under the Employment Agreement upon the Company raising at least \$5,000,000 in an equity financing; (iii) a termination of the car allowance granted to Mr. Elam under the Employment Agreement; and (iv) the termination of the pension benefit at the age of 65 equal to one-month salary for each year of employment.

On February 23, 2015, we entered into a second amended and restated employment agreement with our Chief Executive Officer, Nevan Elam, amending the Employment Agreement between the Company and Mr. Elam dated March 26, 2014. The CEO Second Amended and Restated Employment Agreement provides, among other things, for: (i) an increase in Mr. Elam's base salary from \$390,000 to \$450,000 based on current market data; and (ii) an increase in Mr. Elam's target bonus from 50% to 60% of his annual salary.

Sankaram Mantripragada

On April 1, 2012, we entered into an agreement with Sankaram Mantripragada to serve as Chief Scientific Officer of the Company. Dr. Mantripragada will report to the Chief Executive Officer and under the terms of the employment agreement, Dr. Mantripragada is entitled to receive an annual base salary of two hundred seventy five thousand (\$275,000) which increased to two hundred ninety five thousand (\$295,000) on January 1, 2013 that is subject to annual adjustment recommended by the Chief Executive Officer and approved by the Compensation Committee, if any, or the Board. Dr. Mantripragada is eligible for one-time bonuses when certain clinical testing has begun. Dr. Mantripragada also is entitled to receive an annual cash bonus of up to forty percent (40%) of his base salary, determined based on specified criteria agreed upon in advance. Dr. Mantripragada is eligible to receive grants of options to purchase shares of our common stock as consideration for services rendered, at the Board's discretion. Dr. Mantripragada is eligible to participate in all benefit programs available to our executives and employees, including medical and dental benefit plans. Also under the terms of the agreement, Dr. Mantripragada is entitled to reimbursement for reasonable travel and business expenses and receives a monthly automobile allowance. Additionally, at the age of 65, Dr. Mantripragada is entitled to a pension benefit equal to one month's salary for each year of his employment. If he is terminated other than for cause or due to or after a change of control, all of Dr. Mantripragada's unvested options will accelerate, and he will continue to receive his then base salary and health insurance for a period of up to twelve months. The agreement also requires Dr. Mantripragada to undertake certain confidentiality, non-competition and non-solicitation obligations.

On March 26, 2014, we entered into an amended and restated employment agreement with Dr. Mantripragada, amending the employment agreement. The amended employment agreement amends the employment agreement to remove the pension benefit owned to Dr. Mantripragada such that Dr. Mantripragada is no longer entitled to a pension benefit at the age of 65 equal to one-month's salary for each year of employment.

On February 23, 2015, we entered into a second amended and restated employment agreement (the "CSO Second Amended and Restated Employment Agreement") with our Chief Scientific Officer, Sankaram Mantripragada, amending the CSO Employment Agreement between the Company and Dr. Mantripragada dated March 26, 2014 (the "CSO Employment Agreement"). The CSO Second Amended and Restated Employment Agreement provides, among other things, for: (i) an increase in Mr. Mantripragada's base salary from \$295,000 to \$350,000 based on current market data; and (ii) an increase in Mr. Mantripragada's target bonus from 40% to 45% of his annual salary.

Hoyoung Huh

On January 7, 2015, we entered into an Employment Agreement (the "Employment Agreement") with Dr. Huh with an effective date of January 1, 2015 (the "Effective Date"). Under the terms of the Employment Agreement, beginning on Effective Date, Dr. Huh will be paid a base salary of \$216,000 (the "Base Salary") per annum payable in accordance with our payroll practices for executives, but no less than once per month. In addition, we agreed to pay Dr. Huh a one-time cash payment of \$95,000 in consideration for his efforts to support the Company in the 2014 calendar year. Dr. Huh will also be entitled to earn an annual performance bonus equal to 200% (the "Target Bonus") of the Base Salary based upon performance criteria set by the Board in its sole discretion. Dr. Huh is also entitled to a one-time transaction related bonus (the "Transaction Bonus") payable in cash or equity of the Company, subject to the Board's discretion, equal to three percent (3%) of the gross proceeds of, (i) a Business Combination (as defined in the Employment Agreement), (ii) an equity or debt financing of the Company or (iii) strategic partnerships and collaborations

On April 4, 2018, Mr. Huh was appointed as the Vice Chairman of the Board.

Compensation Committee Interlocks and Insider Participation

We have a standing compensation committee, however our entire Board performs similar functions. Because we assumed the employment agreements of Antria Delaware in connection with the Reverse Merger, the Board did not have any deliberations concerning the compensation of our executive officers. All amendments to compensation agreements were approved by the Board. With respect to the amendments to Messrs. Elam and Mantripragada's employment agreements, Dr. Huh and Dr. Sherman participated in the deliberation of such amendments.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following tables set forth information as of December 31, 2018, regarding the ownership of our common stock by:

- each person who is known by us to own more than 5% of our shares of common stock; and
- each named executive officer, each director and all of our directors and executive officers as a group.

The number of shares beneficially owned and the percentage of shares beneficially owned are based on 62,166,319 shares of common stock outstanding as of December 31, 2018.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC and generally includes voting or investment power with respect to securities. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting power or investment power and includes any shares that an individual or entity has the right to acquire beneficial ownership of within 60 days through the exercise of any warrant, stock option, or other right. Shares subject to options that are exercisable within 60 days following December 31, 2018, are deemed to be outstanding and beneficially owned by the optionee for the purpose of computing share and percentage ownership of that optionee but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table, and as affected by applicable community property laws, all persons listed have sole voting and investment power for all shares shown as beneficially owned by them.

Information regarding our Equity Compensation Plan is set forth in Item 5 filed in Form 10-K on October 15, 2018 and is incorporated herein by Reference.

Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percentage of Class Beneficially Owned
pH Pharma Co., Ltd. (1) 2F, Artside Gallery 15 Jahamun-Ro 6-GIL Jongno-Gu, Seoul 03044 Korea	6,692,254	14%
David Welch (2) 217 Camino Al Lago Atherton, CA 94027	6,888,370	14%
Striker Asia Opportunities Fund Corporation(3) c/o 17th Floor, Guandong Investment Tower 148 Connaught Road Central, Hong Kong	4,457,962	10%
Pranabio Investments, LLC (4) 6800 West Gate Blvd, Ste 132-298 Austin, TX 78745	3,704,546	8%
Ildong Pharmaceutical Co., Ltd (5) 2, Baumoe-ro, 27-gil, Seocho-gu, Seoul, Korea 06752	3,000,000	6%
Tae Hoon Kim (6) 600, Gyeongin-ro, Guro-gu Seoul, Korea	2,226,190	5%
Hoyoung Huh (7) 1450 Infinite Drive Louisville, CO 80027	7,175,051	15%
Nevan C. Elam 1450 Infinite Drive Louisville, CO 80027	3,525,979	8%
Sankaram Mantripragada 1450 Infinite Drive Louisville, CO 80027	2,098,750	4%
XOMA Corporation 2200 Powell Street, Suite 310 Emeryville, California	8,093,000	17%
All current executive officers and directors as a group (6 persons)	25,618,886	54%

- (1) pH Pharma Co., Ltd is a corporation formed in Seoul Korea. Dr. Hoyoung Huh is the CEO and has voting power on behalf of the entity. The Board, chaired by Dr. Huh, has investment power with respect to these shares.
- (2) The shares beneficially owned by David F. Welch are held in LRFA, LLC, Welch Group, LP, Alexandra J. Welch Trust dtd 12/11/2000, John F. Welch Trust dtd 12/11/2000, and Thomas C. Welch Trust dtd 12/11/2000. David F. Welch has sole voting and investment power with respect to all of the shares listed above. David F. Welch was appointed as a director of the Board on July 24, 2015.
- (3) Striker Asia Opportunities Fund Corporation is a Cayman Islands corporation. Chung Yuen Ian Huen is the Director and has sole voting and investment power with respect to these shares.
- (4) Pranabio Investments, LLC is a Texas limited liability company. Samir R. Patel is the managing member and has sole voting and investment power with respect to the shares. Samir R. Patel was also appointed as a director of the Board on March 17, 2017.
- (5) Ildong Pharmaceutical Co., Ltd is a corporation formed in Seoul Korea. Pau Woongsup Yun is the CEO and has voting and investment power with respect to these shares.
- (6) Tae Hoon Kim was appointed as a director of the Board on March 17, 2017. Tae Hoon Kim's beneficial ownership also includes the shares owned by Aju Pharm and Joong Kil Kim. Joong Ki4l Kim is the Chairman of Aju Pharm and has the final voting and investment power over the shares, however Tae Hoon Kim participates in the management of Aju Pharm as the CEO.
- (7) Hoyoung Huh's beneficial ownership also includes the shares owned by pH Pharma Co., Ltd as Dr. Huh has a majority ownership in pH Pharma Co., Ltd and also has voting power over the shares.
- (8) Includes the vested portion of the options granted by Antria Delaware that were assumed by the Company in connection with the Reverse Merger and the options granted under the 2014 Stock and Incentive Plan, the 2015 Non Qualified Stock Option Plan, and the 2016 Non Qualified Stock Option PI

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

Review, Approval or Ratification of Transactions with Related Persons

We rely on our Board to review related party transactions on an ongoing basis to prevent conflicts of interest. Our Board reviews a transaction in light of the affiliations of the director, officer or employee and the affiliations of such person's immediate family. Transactions are presented to our Board for approval before they are entered into or, if this is not possible, for ratification after the transaction has occurred. If our Board finds that a conflict of interest exists, then it will determine the appropriate remedial action, if any. Our Board approves or ratifies a transaction if it determines that the transaction is consistent with the best interests of the Company.

Director Independence

Because our common stock is not currently listed on a national securities exchange, we have used the definition of "independence" of the NASDAQ Stock Market to determine whether our current director or our new directors are independent. We have determined that as of the date of this Annual Report Gil Labrucherie, David Welch, Samir Patel and Tae Hoon Kim would qualify as "independent" in accordance with the published listing requirements of The NASDAQ Stock Market and for purposes of Section 16 of the Exchange Act. NASDAQ Listing Rule 5605(a)(2) provides that an "independent director" is a person other than an officer or employee of the Company or any other individual having a relationship which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The NASDAQ listing rules provide that a director cannot be considered independent if:

- the director is, or at any time during the past three years was, an employee of the Company;
- the director or a family member of the director accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the independence determination (subject to certain exclusions, including, among other things, compensation for board or board committee service);
- a family member of the director is, or at any time during the past three years was, an executive officer of the Company;
- the director or a family member of the director is a partner in, controlling stockholder of, or an executive officer of an entity to which the Company made, or from which the Company received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenue for that year or \$200,000, whichever is greater (subject to certain exclusions);
- the director or a family member of the director is employed as an executive officer of an entity where, at any time during the past three years, any of the executive officers of the Company served on the compensation committee of such other entity; or
- the director or a family member of the director is a current partner of the Company's outside auditor, or at any time during the past three years was a partner or employee of the Company's outside auditor, and who worked on the Company's audit.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Audit-Related Fees

The aggregate fees billed by EKS&H LLLP, now apart of Plante & Moran, PLLC, for professional services rendered to us in connection with the audits of our annual financial statements for the years ended June 30, 2018 and 2017 were \$180,489 and \$121,540, respectively.

Audit fees represent amounts billed for professional services rendered for the audit of our annual financial statements, the reviews of the financial statements included in our quarterly reports on Form 10-Q, and reviews of any other SEC filings. Our board of directors pre-approves all audit and non-audit services performed by our auditors and the fees to be paid in connection with such services in order to assure that the provision of such services does not impair the auditor's independence.

Tax Fees

The aggregate fees billed by BKD for professional services rendered to us in connection with the completion of the tax returns for the years ended June 30, 2018 and 2017 were \$9,932 and \$9,275, respectively.

All Other Fees

None

EXHIBIT INDEX

Exhibit No.	Description
<u>23.1</u>	<u>Consent of Independent Registered Public Accounting Firm*</u>
<u>31.1</u>	<u>Certification of Principal Executive Officer as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*</u>
<u>31.2</u>	<u>Certification of Principal Accounting Officer as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*</u>
<u>32.1</u>	<u>Certification of Principal Executive Officer as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*</u>
<u>32.2</u>	<u>Certification of Principal Accounting Officer as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*</u>

* Filed herewith

SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

REZOLUTE, INC.

Date: December 31, 2018

By: /s/ Nevan Elam
Nevan Elam
Chief Executive Officer
(Principal Executive Officer)

Date: December 31, 2018

By: /s/ Keith Vendola
Keith Vendola
Chief Financial Officer
(Principal Accounting Officer)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Rezolute, Inc.'s Registration Statements on Form S-1 (File Nos. 333-222768, 333-220585, 333-214974, 333-204434, and 333-196093) of our report dated October 15, 2018, relating to the consolidated financial statements that appear in this Annual Report on Form 10-K.

Our report dated October 15, 2018 contains an explanatory paragraph that states that the Company's recurring losses from operations and accumulated deficit raise substantial doubt about the Company's ability to continue as a going concern, as discussed in Note 3 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

/s/ EKS&H LLLP

October 15, 2018

Denver, Colorado

EXHIBIT 31.1

CERTIFICATIONS

I, Nevan Elam, certify that:

1. I have reviewed this annual report on Form 10-K/A of Rezolute, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report.
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: December 31, 2018

By: /s/ Nevan Elam
Nevan Elam
Principal Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Keith Vendola, certify that:

1. I have reviewed this annual report on Form 10-K/A of Rezolute, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report.
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: December 31, 2018

By: /s/ Keith Vendola
Keith Vendola
Principal Accounting Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Rezolute, Inc. Inc. (the "Company") on Form 10-K/A for the year ended June 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nevan Elam, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 31, 2018

By: /s/ Nevan Elam
Nevan Elam
Principal Executive Officer

A signed original of this written statement required by Section 906 has been provided to Rezolute, Inc. and will be retained by Rezolute, Inc. Inc. to be furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Rezolute, Inc. Inc. (the "Company") on Form 10-K/A for the year ended June 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Keith Vendola, Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 31, 2018

By: /s/ Keith Vendola
Keith Vendola
Principal Accounting Officer

A signed original of this written statement required by Section 906 has been provided to Rezolute, Inc. and will be retained by Rezolute, Inc. Inc. to be furnished to the Securities and Exchange Commission or its staff upon request.
