

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|   |           |                |   |  |  |   |  |  |
|---|-----------|----------------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>AULIN SHERRY</u> |           |                | 2. Issuer Name and Ticker or Trading Symbol<br><u>Xenon Pharmaceuticals Inc. [ XENE ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Financial Officer</b> |  |  |
| (Last)  | (First)   | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/18/2024</u>                     |  |  |   |  |  |
| <u>200 - 3650 GILMORE WAY</u>                                   |           |                | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                   |  |  |
| (Street)  |           |                |   |  |  |   |  |  |
| <u>BURNABY</u>  | <u>A1</u> | <u>V5G 4W8</u> |   |  |  |   |  |  |
| (City)  | (State)   | (Zip)          |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |   |
| Common Shares                   | 12/18/2024                           |  | M                              |   | 9,334   | A          | \$9.44                 | 9,334   | D  |   |
| Common Shares                   | 12/18/2024                           |  | F                              |   | 2,135   | D          | \$41.28 <sup>(1)</sup> | 7,199   | D  |   |
| Common Shares                   | 12/18/2024                           |  | S                              |   | 7,199   | D          | \$41.23                | 0   | D  |   |
| Common Shares                   | 12/18/2024                           |  | M                              |   | 16,000  | A          | \$11.58                | 16,000  | D  |   |
| Common Shares                   | 12/18/2024                           |  | F                              |   | 4,490   | D          | \$41.28 <sup>(1)</sup> | 11,510  | D  |   |
| Common Shares                   | 12/18/2024                           |  | S                              |   | 11,510  | D          | \$41.19 <sup>(2)</sup> | 0   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (Right to Buy)                | \$9.44   | 12/18/2024                           |  | M                              |   |  | 9,334  | (3)  | 09/15/2029      | Common Shares   | 9,334                                      | \$0  | 0   | D  |       |
| Stock Option (Right to Buy)                | \$11.58  | 12/18/2024                           |  | M                              |   |  | 16,000 | (3)  | 03/11/2030      | Common Shares   | 16,000                                     | \$0  | 6,000   | D  |       |

**Explanation of Responses:**

- Represents the closing price of the Company's common shares on December 17, 2024 for purposes of net settlement calculations.
- The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$41.19 to \$41.20, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- The shares subject to the option are fully vested and exercisable.

/s/ Nathaniel Adams, Attorney-in-fact 12/18/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.