

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

☐ 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 * <u>MATSUI CONNIE</u> (Last) (First) (Middle) <u>C/O ARTELO BIOSCIENCES, INC.</u> <u>505 LOMAS SANTA FE, SUITE 160</u> (Street) <u>SOLANA BEACH CA</u> <u>92075</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARTELO BIOSCIENCES, INC. [ARTL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

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			

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	Amount or Number of Shares				
Convertible Promissory Note	(1)(2)	10/28/2025		C(2)(1)			\$140,000	05/01/2025	10/28/2025	Common Stock	(2)(1)	\$140,000	\$0.00	D	
Warrant (right to buy)	\$6.24	10/28/2025		C(2)(1)		38,346		10/28/2025	10/28/2030	Common Stock	38,346	(1)(2)	38,346	D	
Warrant (right to buy)	\$3.4	10/28/2025		C(2)(1)		70,376		10/28/2025	10/28/2030	Common Stock	70,376	(2)(1)	70,376	D	
Convertible Promissory Note	\$3.4	10/28/2025		C(1)(2)		\$110,843		10/28/2025	04/28/2026	Common Stock	(1)(2)	\$110,843	\$110,843	D	

Explanation of Responses:

1. Pursuant to the terms of the convertible note issued to the Reporting Person on May 1, 2025 (the "May Note"), on October 28, 2025, a portion of the May Note was automatically converted into a warrant to purchase shares of the Issuer's common stock ("Common Stock") (the "\$6.24 Warrant").

2. On October 28, 2025, the Issuer entered into a Subscription Agreement (the "Subscription Agreement") pursuant to which certain investors, including the Reporting Person, converted and reinvested the portion of the May Note not converted into the \$6.24 Warrant into (i) a convertible note (the "October Note"), and (ii) a warrant to purchase shares of the Issuer's Common Stock pursuant to the Subscription Agreement (the "\$3.40 Warrant"). At any time prior to payment in full of the principal amount of the October Note, the Reporting Person has the right to convert the principal amount of the October Note, together with the accrued and unpaid interest thereon, into shares of the Issuer's Common Stock.

Remarks:

/s/ Gregory D. Gorgas, as
Attorney-in-Fact

10/30/2025

** 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.