

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Rice William G. (Last) (First) (Middle) C/O APTOSE BIOSCIENCES INC., 251 CONSUMERS ROAD, SUITE 1105 (Street) TORONTO, A6 M2J 4R3 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/21/2018	3. Issuer Name and Ticker or Trading Symbol Aptose Biosciences Inc. [APTO]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <table border="1" style="width: 100%;"><tr><td>Chair, President & CEO</td></tr></table>		Chair, President & CEO
		Chair, President & CEO		
5. If Amendment, Date Original Filed(Month/Day/Year)				
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	133,014	D	

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	10/28/2013 ⁽¹⁾	10/28/2023	Common Shares	35,417	\$ 2.61 ⁽³⁾	D	
Employee Stock Option (Right to Buy)	12/10/2013 ⁽¹⁾	12/10/2023	Common Shares	65,136	\$ 5.48 ⁽⁴⁾	D	
Employee Stock Option (Right to Buy)	01/29/2014 ⁽¹⁾	01/29/2024	Common Shares	5,281	\$ 5.21 ⁽⁵⁾	D	
Employee Stock Option (Right to Buy)	04/10/2014 ⁽¹⁾	04/10/2024	Common Shares	140,000	\$ 4.49 ⁽⁶⁾	D	
Employee Stock Option (Right to Buy)	06/16/2014 ⁽¹⁾	06/16/2024	Common Shares	396,129	\$ 4.27 ⁽⁷⁾	D	
Employee Stock Option (Right to Buy)	06/10/2015 ⁽²⁾	06/10/2025	Common Shares	120,000	\$ 5.21 ⁽⁸⁾	D	
Employee Stock Option (Right to Buy)	03/31/2016 ⁽²⁾	03/31/2026	Common Shares	60,000	\$ 2.86 ⁽⁹⁾	D	
Employee Stock Option (Right to Buy)	03/28/2017 ⁽²⁾	03/28/2027	Common Shares	100,000	\$ 1.14 ⁽¹⁰⁾	D	
Employee Stock Option (Right to Buy)	06/06/2027 ⁽²⁾	06/06/2027	Common Shares	50,000	\$ 1.03	D	
Employee Stock Option (Right to Buy)	01/19/2018	01/19/2028	Common Shares	300,000	\$ 2.8	D	
Employee Stock Option (Right to Buy)	01/22/2018 ⁽²⁾	01/22/2028	Common Shares	400,000	\$ 3.07	D	

Reporting Owners

	Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Rice William G. C/O APTOSE BIOSCIENCES INC. 251 CONSUMERS ROAD, SUITE 1105 TORONTO, A6 M2J 4R3	X		Chair, President & CEO	

Signatures

/s/ Janet Clennett, as attorney-in-fact for William G. Rice		12/21/2018
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Represents date of grant; options are 100% vested as of December 31, 2018.
- (2) Represents date of grant; options vest as follows: 50% on first anniversary following date of grant; 1/3 on second anniversary following date of grant; 1/3 on third anniversary following date of grants; and 1/3 on fourth anniversary of date of grant.
- (3) Converted from the Canadian exercise price of \$3.48 using an exchange rate of Cdn\$1.3354 = US\$1.00.
- (4) Converted from the Canadian exercise price of \$7.32 using an exchange rate of Cdn\$1.3354 = US\$1.00.
- (5) Converted from the Canadian exercise price of \$6.96 using an exchange rate of Cdn\$1.3354 = US\$1.00.
- (6) Converted from the Canadian exercise price of \$6.00 using an exchange rate of Cdn\$1.3354 = US\$1.00.
- (7) Converted from the Canadian exercise price of \$5.70 using an exchange rate of Cdn\$1.3354 = US\$1.00.
- (8) Converted from the Canadian exercise price of \$6.96 using an exchange rate of Cdn\$1.3354 = US\$1.00.
- (9) Converted from the Canadian exercise price of \$3.82 using an exchange rate of Cdn\$1.3354 = US\$1.00.
- (10) Converted from the Canadian exercise price of \$1.52 using an exchange rate of Cdn\$1.3354 = US\$1.00.

Remarks:

Exhibit 24.1: Power of Attorney

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

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

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Janet Clennett and Gregory Chow as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of Aptose Biosciences Inc. (the "**Company**"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and any Form ID, Uniform Application for Access Codes to File on Edgar, or Update Passphrase Form;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, Form ID or Update Passphrase Form and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto), Form ID or Update Passphrase Form and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("**Prior Powers of Attorney**"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by

the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of December, 2018.

/s/ William G. Rice
William G. Rice
