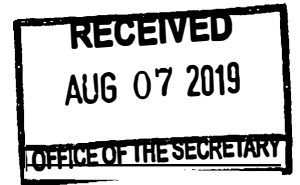


UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION



In the Matter of

APOTHECA BIOSCIENCES INC.

Administrative Proceeding  
File No. 3-19242

**INFORMATION BEFORE THE COMMISSION  
AT THE TIME OF THE TRADING SUSPENSION**

Pursuant to the Commission's Order Requesting Additional Written Submissions regarding In the Matter of Apotheca Biosciences Inc. ("Apotheca"), the Division of Enforcement has attached the affidavit of Susan Cooke Anderson setting forth the substantive facts before the Commission at the time of the trading suspension in the securities of Apotheca. The affidavit does not disclose privileged analysis or sensitive information about the staff's investigative methods.

By its attorneys,

A handwritten signature in cursive script, appearing to read "Amy Gwiazda", written over a horizontal line.

Amy Gwiazda  
Assistant Regional Director  
Susan Cooke Anderson  
Senior Enforcement Counsel  
Securities & Exchange Commission  
33 Arch Street, 23rd Floor  
Boston, Massachusetts 02110  
(617) 573-8839 (Gwiazda)  
(617) 573-4590 (Facsimile)

## CERTIFICATE OF SERVICE

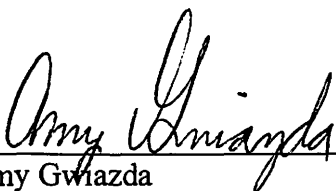
I hereby certify that, on August 6, 2019, I served copies of the foregoing, the Division of Enforcement's submission entitled Information Before the Commission at the Time of the Trading Suspension and Affidavit of Susan Cooke Anderson, by UPS upon the following parties:

**The Commission**

Office of the Secretary  
Securities and Exchange Commission  
100 F. Street, N.E.  
Washington, D.C. 20549

**Apotheca Biosciences Inc.**

c/o PC Sundar  
10901 Roosevelt Blvd  
Suite C 1000  
Saint Petersburg, FL 33716

  
\_\_\_\_\_  
Amy Gwiazda

**UNITED STATES OF AMERICA**  
**Before the**  
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**APOTHECA BIOSCIENCES INC.**

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**AFFIDAVIT OF SUSAN COOKE ANDERSON**

I, Susan Cooke Anderson, hereby swear:

1. Since 2010, I have been employed as an enforcement attorney with the U.S. Securities and Exchange Commission (the "Commission") in the Division of Enforcement ("Division"). My duties include conducting investigations related to potential violations of the securities laws. I was the lead investigator for the Division in this matter.

2. On June 24, 2019, the Division provided the following factual information to the Commission in support of the issuance of the Trading Suspension Order temporarily suspending trading in the securities of Apotheca Biosciences Inc. ("Apotheca"), ticker symbol "CBDC." The Division did not have other communications with the Commission concerning the factual basis in support of the issuance of the Trading Suspension Order.

3. Prior to the Division's communication to the Commission of June 24, 2019, I reviewed a confidential referral to the Division from the Financial Industry Regulatory Authority ("FINRA") dated April 5, 2019 and related documents. Some of the information contained in this affidavit and provided to the Commission was derived from this referral and related documents.

4. Apotheca is a Nevada corporation with its principal place of business in St. Petersburg, Florida. Prior to August 2018, it was known as Cannabis Leaf Inc. Cannabis Leaf Inc. was the subject of numerous FINRA Fraud Surveillance referrals to the Commission for possible pump and dump and boiler room activity.

5. Apotheca purports to be developing “cutting edge medical products, nutraceuticals, formulation and delivery technologies for the healthcare and consumer care industry.” Apotheca’s website claims its research and development capabilities include “state of the art extractions equipments [*sic*] and a dosage formulation lab.” The website also claims to be “installing a world-class production facility to manufacture hemp-derived products.”

6. Apotheca’s securities are registered with the Commission pursuant to Exchange Act Section 12(g). It is current in its reporting. As of June 2019, the Division of Corporation Finance (“Corp. Fin.”) at the Commission was reviewing a Form S-1 registration statement for the resale of stock by a shareholder. However, Apotheca had not responded to Corp. Fin.’s most recent letter to Apotheca dated April 4, 2019. Apotheca’s common stock (ticker “CBDC”) is quoted on OTC Link (previously “Pink Sheets”) operated by OTC Markets Group, Inc. (“OTC Link”). Apotheca previously traded under the symbol PCFP. As of May 2019, Apotheca’s securities had eleven market makers and were eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

7. In its Form 10-K filed with the Commission on May 16, 2019 (for the period ending January 31, 2019), Apotheca reported cash of \$168,462, assets of \$108,884, liabilities of \$931,877, no revenue since inception, and a net loss of \$2,512,440.

8. On November 6, 2018, Apotheca issued a press release announcing its intent to acquire Nano Creaciones S.A. P.I. de C.V. (“Nano”), which “holds several patents and patents

pending for the treatment of certain medical conditions” which Apothea will “leverage for the development of next generation CBD-based OTC formulations.” Nano does not have a website and there are no patents or patents pending held by Nano according to the U.S. Patent and Trademark Office’s database. The Commission staff’s internet searches did not identify any information about Nano. As of June 2019, Apothea has not publicized further news regarding Nano.

9. On November 12, 2018, Apothea issued a press release announcing that it plans to uplist to OTC Link’s OTCQB market tier in the next few weeks. As of June 2019, Apothea remains on OTC Pink.

10. On December 10, 2018, Apothea issued a press release announcing plans to roll out a new line of CBD products under the brand Apothea Earth. As of June 2019, Apothea Earth’s website states “Store Unavailable” and the link on Apothea’s website does not work.

11. On January 15, 2019, Apothea announced a new CBD product line called ProMED. Again on April 1, 2019, Apothea announced the incorporation of a subsidiary, ProMed Biosciences, Inc., which Apothea expects “substantial revenue from...with close to \$500k in preorders so far.” Then again on April 23, 2019, Apothea announced the start of shipments of ProMED CBD products. ProMED does not have a website.

12. According to at least one Apothea press release, Apothea’s current CEO, PC Sundareswaran, has over thirty years of executive leadership experience in the pharmaceutical industry and has worked at Abbott Labs and Bayer and most recently served as a Senior Vice President of a Fortune 50 Pharmaceutical company. The staff was unable to verify these roles on LinkedIn or otherwise.

13. On June 6, 2019, Apotheca announced a definitive agreement to acquire a majority stake in Hemp Sciences Corp. Apotheca's former CEO and current Chairman, Saeed Talari, is the sole director for Hemp Sciences Corp. Talari has been referred to the Commission by FINRA on numerous occasions for his involvement with suspect OTC issuers involved in potential manipulative schemes.

14. Apotheca's chief technology officer, John Verghes, has been cited alongside Talari in several FINRA referrals to the Commission.

15. Apotheca's auditor, Borgers CPA, and legal counsel, M. Richard Cutler of the Cutler Law Group, have also been referenced in numerous FINRA Fraud Surveillance reports to the Commission.

16. In November 2018, FINRA received tips from two investors that were senior citizens complaining they received cold calls from representatives of a company called Equity Traders soliciting their purchase of Apotheca stock. In December 2018, the Commission received a similar tip from an individual who was solicited by Equity Traders to purchase Apotheca stock.

17. Equity Traders purports to be headquartered in Dublin, Ireland with an "international center" in Chicago, Illinois. Equity Traders claims on its website to offer "research analysis and editorial teams" with "experience on Wall Street and financial firms around the world." The team is "supported by proprietary technologies" that "deliver outstanding results, time after time, trade after trade." Equity Trader's website cites specific examples of stock recommendations dating back to March 2017, even though the website did not exist prior to May 2018. Equity Traders solicited investors for three other issuers (Korver Corp., Befut Global Inc., and Natural Health Farm Holdings Inc.) that were the subjects of a trading

suspension recommendation at the same time as Apotheca. Equity Traders has never been registered with the Commission in any capacity.

18. FINRA staff identified multiple senior investors that collectively purchased approximately \$607,000 of Apotheca stock in November and December 2018. Many of these investors overlap with the individuals that purchased stock in another issuer (Korver Corp.) that was the subject of a trading suspension recommendation at the same time as Apotheca.

19. Between September 5, 2018 and December 6, 2018, FINRA identified three entities that sold 2,335,758 shares of Apotheca for proceeds of approximately \$1,272,109. One of the accounts, in the name of Tendall Capital Markets Ltd. (“Tendall”), also sold stock in two other issuers (Korver Corp. and Befut Global Inc.) that were the subjects of a trading suspension recommendation at the same time as Apotheca.

20. Tendall is a foreign broker-dealer that is not registered with the Commission. Tendall was often used by Swiss-based asset manager, Wintercap SA. In October 2018, the Commission filed a civil injunctive action against Wintercap SA and its control person Roger Knox alleging a \$165 million microcap fraud.

21. The other two entities identified by FINRA as having sold large quantities of Apotheca stock between September and December 2018 have been cited in numerous FINRA Fraud Surveillance reports for timely trading in OTC issuers suspected of involvement in market manipulation schemes.

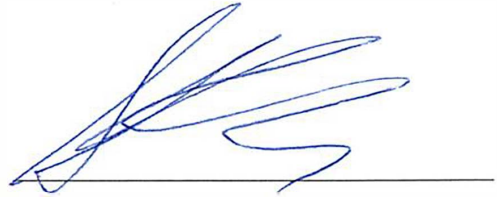
22. According to its Form S-1/A filed with the Commission on March 15, 2019, Apotheca has entered into two securities purchase agreements with FirstFire Global Opportunities Fund (“FirstFire”). FirstFire has been referenced in numerous FINRA Fraud Surveillance reports to the Commission for involvement in suspicious financing agreements with

OTC issuers suspected of being the subject of market manipulation schemes and the sale of stock in those issuers.

23. During the six month period ending October 31, 2018, Apotheca's average daily trading volume was 128,666 shares. Between November 2, 2018 and April 1, 2019, the average daily trading volume for Apotheca stock almost doubled, to 248,010 shares.

24. FINRA staff attempted to contact Apotheca on January 17, 2019 and March 18, 2019 at the phone number listed on Apotheca's filings with the Commission and in its OTC Markets Profile, but only reached a voicemail that did not identify Apotheca by name. As of June 2019, FINRA had not received a call back.

Dated: 8/6/19



On Aug 6<sup>th</sup>, 2019, Susan C. Anderson, a person known to me, personally appeared before me and swore under oath the foregoing Affidavit.

Stephanie Desisto  
Notary Public

Commission expires:



STEPHANIE DESISTO  
NOTARY PUBLIC  
Commonwealth of Massachusetts  
My Commission Expires  
March 25, 2022