

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SEC
Mail Processing
Section
JUL 08 2019
Washington, DC

IN THE MATTER OF :
Apotheeca Biosciences Inc. : **PETITION FOR TERMINATION OF**
File No. 500-1 : **SUSPENSION OF TRADING**

APOTHECA BIOSCIENCES, INC. (Petitioner), through the undersigned counsel, pursuant to Rule of Practice 550, and as sworn through the undersigned officer, hereby files this Petition for Termination of Suspension of Trading (File No. 500-1), which was entered by the Commission on June 28, 2019. Petitioner, pursuant to such Rule desires to show that such suspension is not necessary, nor just in the public interest or for the protection of investors.

A. OVERVIEW FOR PETITION

1.i The entry of the trading halt by the Commission against Petitioner’s securities was not based in any publicly available information and was only based on a false perception that the Company as an issuer had not made accurate and adequate public information.

2.i The decision by the Commission that they were “of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company” was in essence, “kill-switch” to the Company, which was committed and done without even a topical matter of investigation, such as enquiry to the Company.

3.i This petition is based on the fact that the Company has done nothing to warrant such act, as we will point out below, and millions lost in shareholder equity will be totally for naught, serving no purpose. The Commission should and must consider the following matters regarding the

B. ORDER SUBJECT TO PETITION

4. On June 28, 2019, the Commission entered an Order Suspending Trading of securities of Petitioner. The Commission entered such Order of Suspension, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of the above-listed company is suspended for the period from 9:30 a.m. EDT, on July 1, 2019 through 11:59 p.m. EDT, on July 15, 2019.

5. As grounds for the suspension, the Commission set out the following reasons:

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Apotheca Biosciences Inc. (“Apotheca”) because of questions regarding the accuracy of assertions by Apotheca, a Nevada corporation whose principal place of business is listed on OTC Markets’ website as St. Petersburg, Florida, and by others, in press releases and/or cold calls to investors concerning, among other things: (1) corporate assets; (2) anticipated corporate acquisitions; (3) business operations; and (4) up-listing to the OTCQB. Apotheca is quoted on OTC Link, operated by OTC Markets Group, Inc., under the symbol CBDC.

(See Order).

6. The Commission concluded that “[t]he Commission is of the *opinion* that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.” (Id.). The Commission gives no facts o back such an opinion, which appears to be just that, without

C. SPECIFIC REASONINGS TO POINTS RAISED BY COMMISSION

Ground One- “corporate assets”

7. The first instance which the Commission raises, surrounds that there was no adequate information as to “corporate assets.” This completely vague term is undermined by the fact that the Company is an SEC reporting company under 1934 act and all our financials have been reviewed and audited.

8. The Commission personnel in Boston raised the issue that this allegation of

corporate assets was related to patents which they contended were misrepresented as being acquired by the Company in a press release.

9. A review of all press releases by the Company show that there was never any release regarding the Company in any way obtaining patents under its ownership, control or otherwise. Such concerns and allegations by the Commission were not based in any way by any facts.

10. As for any press release in this regard, we have sent out few releases on ProMED CBD product lines, which clearly indicates the operating entity and its assets which were reviewed and audited on our 10Q ending 4/30/2019 filed on 6/20/2019. ProMED CBD website can be found here: <https://promedcbd.com/> . No where was there any misrepresentation of patents or assets. All of these filings and representations as to ProMED were true and accurate.

12. The Company's indicated assets on its balance sheet includes cash on hand and inventory. Copy of the press release is attached as Exhibit A. The ProMED cbd web site is run by Shopify, a contracted partner for sales, all of which has been accurate.

Ground Two- "anticipated corporate acquisitions"

13. The second ground that the Commission used was "anticipated corporate acquisitions." On November 6, 2018, the Company issued a press release on "Apotheca Biosciences (PCFP) Signs an LOI For Purchase of Nano Creaciones S.A. P.I. de C.V - Nano Develops Gauze, Band-Aids & Sprays Using CBD as Palliative."

14. Such acquisition was in the works for few months and just recently we discovered our inability to close on the agreement. Due to the nature of the agreement with a foreign corporation, the Company had overestimated the ability to close the deal. The ability to close the

deal was being filed in an 8-K were planning on filing the appropriate 8-K with Edgar. Copy of the press release is attached as Exhibit B.

15. The Company also had two anticipated agreement that the Company had filed 8-Ks on 6/05/2019 and 6/21/2019 on the acquisitions of Hemp Bloom LLC and Hemp Sciences Corp.

16. Both of these acquisitions were cancelled due to the suspension of trading, and will have to be announced as such due to the actions of the Commission in acting on an “opinion” as to the status of the Company.

Ground Three- “business operations”

17. The third ground cited by the Commission for the suspension of trading was cited as “business operations.” As cited in the first ground above, the Company’s operations have been reviewed and audited by an independent auditor that includes every aspect of our business including our operations. At no time was there a fault found as to any audited matter or disclosure. The Commission cited to the Company in discussion that the concern here was in regard to a \$500,000 order contained in a release on April 1, 2019.

18. In the release of April 1, 2019, the Company announced that the “Company expects substantial revenue potential from ProMED subsidiary with close to \$500K in preorders so far”

19. These substantial backorders were retracted by two customers, one wanting to order substantial amount of CBD isolate from the company and the other requesting to order substantial number of tinctures and vape juices for their 30 plus vape shops. Both fell through due to lack of timely inventory and terms. The Company is still in discussions with a CBD Vape company to carry the Company’s brand.

20. As for the reference on 500 outlets carrying the Company's products as cited in the release of May 21, 2019, which stated the "Company in Discussion with Wholesalers for Mass Distribution of ProMED CBD Product Lines for an Initial 500 Outlets Nationally"

21. That was a reference to the Company's recent agreement with Mr. Checkout to carry our products to over 50K plus distribution points managed by Mr. Checkout. The Company has signed the agreement and will start selling our products to limited distribution points starting July 15th. The Company had not released more detailed information on the agreement due to competitive concerns. For reference the merchant site of Mr. Checkout can be seen at <https://mrcheckout.net/>.

Ground Four- "up-listing to the OTCQB"

22. The fourth and final reason the Commission cited for the suspension of trading is the Company's announcement and attempts for "up-listing to the OTCQB." The Company has filed an application with OTC Markets to up list to OTCQB in November 2018. The Company received a confirmation back on January 4, 2019 that the initial application was denied for unclear reasons.

23. After many discussions with OTC Markets, the Company decided to refile the application soon thereafter within the six months waiting time. The Company was planning on refiling by the end of July. But now due to this suspension, it is highly probably that OTC Market will not consider any re-application, even after the suspension time period expires.

Cold Calling Reference

24. The Commission makes the allegation, without any facts to support such a seedy allegation, that the Company was somehow involved in "cold-calling"

25. As for the reference to “or cold calls to investors”, the Company completed its merger with Cannabis Leaf only on September 2018. Since that point and date, the Company has made no investor calls either directly or through any call centers or “boiler rooms” to any investors in the United States or overseas and neither the Company hired and paid for such.

26. Such an allegation besides being completely untrue, is not based in fact in any way that the Commission was aware of. The allegation by the Commission that the Company was involved in “cold calling” was not only baseless, but reckless.

D. REMEDIES

27. The only remedy which could possibly work in the favor of the well being of the public, the shareholders, justice and the Company, is an immediate lift and set aside of such trading suspension.

28. If the Commission believes that further investigation is necessary, then the Commission can be allowed to bring such proceeding before an appropriate hearing officer under the Rules of the Commission, for a full and fair hearing where the Commission can bring forth evidence that would comply with matters of justice and due process, unlike the bare allegations, without any factual proof that the Commission alleged in this Order.

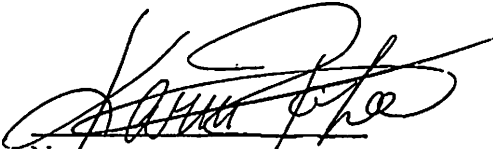
WHEREFORE, the undersigned affiant, on behalf of the Company, through the undersigned counsel hereby moves for the immediate lift and set aside of the trading suspension, on the basis that the public interest is not served by such a suspension, such does not protect the investing public, and is only a detriment to the shareholders of the Company, causing irreversible damage.

SWORN VERIFICATION

Sworn to this 5TH day of July, 2019, under penalty of perjury.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared, P. C. SUNDAR,
who were identified via identification number ██████████, and
██████████, or are personally known to me, who after first being duly
sworn, depose and say that the foregoing facts set forth in this affidavit are true and correct as
herein above stated.



Name:



KARIN ROHRET
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG178620
Expires 2/28/2022

SWORN TO AND SUBSCRIBED before me this 5TH day of July, 2019.

Notary Seal:

NOTARY PUBLIC
State of Florida
My Commission expires: 2/28/22