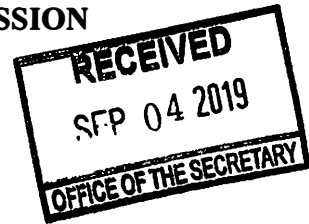


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of

APOTHECA BIOSCIENCES INC.

Administrative Proceeding
File No. 3-19242

**DIVISION OF ENFORCEMENT'S OPPOSITION TO PETITIONER'S OPENING
BRIEF IN THE MATTER OF APOTHECA BIOSCIENCES INC.**

Respectfully submitted,
DIVISION OF ENFORCEMENT
By its attorneys:

Deena R. Bernstein
Amy Gwiazda
Susan Cooke Anderson
U.S. Securities and Exchange Commission
33 Arch Street, 24th Floor
Boston, MA 02110
(617) 573-8813 (Bernstein)
bernsteind@sec.gov

Dated: September 3, 2019

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INTRODUCTION

The Division of Enforcement (“Division”) hereby submits this brief in Opposition to Petitioners’ Brief in the Matter of Apotheca Biosciences, Inc. (“Apotheca”).

PROCEDURAL HISTORY

On June 28, 2019, pursuant to Section 12(k) of the Securities Exchange Act of 1934 (“Exchange Act”), the Commission temporarily suspended trading in five companies including Apotheca (ticker sign CBDC) through July 15, 2019. *Apotheca Biosciences Inc.*, SEC Release No. 86248, 2019 WL 2725303. (June 28, 2019). The Commission suspended trading because of a lack of current and accurate information. Specifically as to Apotheca, the Commission stated: “[Q]uestions regarding the accuracy of assertions by Apotheca ...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.” Further, the “Commission is of the opinion that the public interest and the protection of investors require a suspension of trading....” *See Apotheca Biosciences Inc.*, Securities Exchange Act Release No. 86248, 2019 WL 2726232 (June 28, 2019) (“Trading Suspension Order”). .

On July 9, 2019 pursuant to Rule of Practice 550, Apotheca petitioned the Commission for termination of the Trading Suspension Order (“Petition”). In accordance with Rule of Practice 550(b), on July 18, 2019, the Commission issued a Corrected Order Requesting Additional Written Submissions (“Briefing Order”). July 18, 2019 Order, AP File 3-19242, Release No. 86405, 2019 WL 3222259.¹

¹ Because of service issues the Commission issued this order to extend the briefing deadlines set by the original order requesting additional written submissions. July 18, 2019 Order, 2019 WL 3237112. Apotheca moved to compel the Information based on the prior order using the prior deadline of August 1, 2019 for the filing of the Information before the Commission. (Apotheca Mem. ¶¶3, 4, 5.) The staff filed the information by August 7, 2019, the date reflected in the corrected order. *See* July 18, 2019 Order, AP File 3-19242, Release No. 86405, 2019 WL 3222259.

Pursuant to the Briefing Order, on August, 7, 2019, the Division filed all the information that was before the Commission at the time of the Trading Suspension Order except privileged legal analysis or sensitive information about the staff's investigative methods. (Information, Affidavit of Susan Anderson ("Anderson Aff."). Apotheca's first brief was due on August 21, 2019.²

STATEMENT OF FACTS

A. Issuer Background

Apotheca is a Nevada corporation with its principal place of business in St. Petersburg Florida. (2019 Apotheca Form 10-K, filed May 16, 2019, https://www.sec.gov/Archives/edgar/data/1632053/000107997419000277/apotheca10k_1312019.htm). It is a purported medical device company developing "cutting edge medical products, nutraceuticals, formulation and delivery technologies for the healthcare and consumer care industry." (*Id.* at 4.) Apotheca's securities are registered with the Commission pursuant to Exchange Act Section 12(g). Apotheca's common stock (ticker "CBDC") is quoted on OTC Link (previously "Pink Sheets") operated by OTC Markets Group, Inc. ("OTC Link"). 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).

B. Press Releases

As of May 2019 Apotheca's website claims its research and development capabilities include "state of the art extraction equipments [sic] and a dosage formulation lab." The website also claims to be "installing a world-class production facility to manufacture hemp-derived products." <http://www.apothecabiosciences.com/manufacturing-capabilities/>. (Anderson Aff. ¶

² As reflected in Apotheca's Certificate of Service, it did not properly serve its brief on the Division. The Division first received an e-mailed incomplete brief on August 19, 2019 but did not receive a complete copy with exhibits until August 28, 2019. At the time of the filing of this brief, it is still not clear whether Apotheca has appropriately filed a copy of its brief with the Office of the Secretary.

5.) Nevertheless, 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 in its Form 10-K filed with the Commission on May 16, 2019. (2019 Form 10-K at F-1.)

On November 6, 2018, Apotheca announced via press release its intent to acquire Nano Creaciones S.A. P.I. de C.V. (“Nano”), stating that Nano “holds several patents and patents pending for the treatment of certain medical conditions” which Apotheca will “leverage for the development of next generation CBD-based OTC formulations.” (Second Affidavit of Susan Anderson “2nd Anderson Aff.” Ex. 1.). However, 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. Internet searches also did not identify any information about Nano. As of June 2019, Apotheca had not publicized further news regarding Nano. (Anderson Aff. ¶ 8).

On November 12, 2018, Apotheca issued a press release announcing its plans to up-list to OTC Link’s OTCQB market tier in the next few weeks. (2nd Anderson Aff. Ex. 2.). As of June 2019, Apotheca remained on OTC Pink, OTC Link’s lowest market tier. (Anderson Aff. ¶ 9).

On December 10, 2018, Apotheca announced plans to roll out a new line of CBD products under the brand Apotheca Earth. (2nd Anderson Aff. Ex. 3.). As of June 2019, Apotheca Earth’s website states “Store Unavailable” and the link on Apotheca’s website does not work. (Anderson Aff. ¶ 10).

On January 15, 2019, April 1, 2019, and April 23, 2019, Apotheca issued press releases concerning a new subsidiary called ProMed Biosciences, Inc. and its CBD product line called ProMED. (2nd Anderson Aff. Exs. 4, 5, and 6). In these press releases, Apotheca claimed to have generated “substantial revenue from [ProMED]...with close to \$500k in preorders so far”

and claimed to have started shipments of the ProMED CBD products. However, ProMED does not have a website. (Anderson Aff. ¶ 11).

On June 6, 2019, Apotheca announced a definitive agreement to acquire a majority stake in Hemp Sciences Corp. (2nd Anderson Aff. Ex. 7.) Apotheca's former CEO and current Chairman, Saeed Talari, is the sole director for Hemp Sciences Corp. (Anderson Aff. ¶ 13).

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. (Anderson Aff. ¶ 23). In November and December 2018, FINRA and the Commission received complaints from three senior investors who had been cold called by a company called Equity Traders soliciting their investments in Apotheca. (Anderson Aff. ¶ 16). During the same period, multiple other senior investors collectively purchased approximately \$607,000 of Apotheca stock. (Anderson Aff. ¶ 18).

ARGUMENT

As a preliminary matter, even though the trading suspension terminated on its own terms on July 15, 2019, it is still proper for the Commission to hear Apotheca's petition to remove the trading suspension pursuant to Commission Rule 550(b), as Apotheca filed its request for Commission review within the 10-day suspension. *Bravo Enter. Ltd.*, Exch. Act Rel. No. 75775, 2015 WL 5047983, at *6 (Aug. 27, 2015) (Commission Opinion).

A. Section 12(k) of the Exchange Act Provides Authority for the Commission to Impose a Ten-Day Suspension of an Issuer's Securities

Section 12(k)(1)(A) of the Exchange Act authorizes the Commission to issue an order summarily suspending trading in any security for a period not exceeding ten business days if "in

its opinion the public interest and the protection so require.³” The law authorizes the Commission to act “without any notice, opportunity to be heard or findings based upon a record.” *SEC v. Sloan*, 436 U.S. 103, 112 (1978). A decision to suspend trading is “rooted in the [the Commission’s] opinion based on [its] expertise, experience, and knowledge, that a trading suspension [is] in the public interest and would protect investors.” *Bravo Enter. Ltd.*, 2015 WL 5047983, at *3. There is no express statutory requirement “to allege or find that an issuer has violated a specific provision of the federal securities laws before suspending trading.” *Id.* at *3. The Commission has concluded that the text of Section 12(k)(1) “demonstrates that Congress conferred upon the Commission broad discretion to temporarily suspend trading in a security.” *Id.* at *2.

In determining whether to suspend trading, “the primary issues normally to be considered are whether or not there is sufficient public information about which to base an informed investment decision or whether the market for the security appears to reflect manipulative or deceptive activities.” *Id.* at *4 (quoting Rules of Practice, Exch. Act Rel. No. 35833, 60 Fed. Reg. 32738, 32787 (June 23, 1995) (adopting release) (Comment to Rule 550 discussing the Commission’s process for petitions to terminate a suspension of trading)).

The Commission has exercised its trading suspension authority in a variety of circumstances including when there were questions: 1) “regarding the accuracy of publicly

³ A trading suspension order prohibits brokers, dealers, and members of a national securities exchange from using any instrumentality of interstate commerce “to effect any transaction in, or induce the purchase or sale of,” a security subject to a suspension order while the suspension is in effect. Section 12(k)(4). After a trading suspension expires, Exchange Act Rule 15c2-11 governs the ability of brokers to initiate and resume securities quotations for securities not listed on a national securities exchange. See 17 C.F.R. § 240.15c2-11. “Once there has been a lapse in two-way quotations for more than four business days for any reason, including a trading suspension, a broker-dealer cannot re-initiate quotations without complying with the informational and other requirements of Rule 15c2-11 and filing a Form 211 with FINRA, or otherwise demonstrating that it qualifies for an exception or exemption under Rule 15c2-11(f) or (h).” *Bravo Enter. Ltd.*, 2015 WL 5047983, at *12, n. 72.

available information about the company, whether in press releases, public filings or other statements”: or 2) about the trading in the stock, including indicia of potential market manipulation or unusual market activity. *Id.* at *5. As the Commission recognized, microcap securities such as Apotheca are thinly traded and information is difficult to obtain. As a result, they “may be subject to pump-and-dumps, boiler room operations and a variety of other fraudulent schemes.” *Id.* To sustain a trading suspension, the Commission’s inquiry rests “solely on whether [the Commission is] of the ‘opinion’ that a trading suspension is required in light of the ‘public interest’ and the need for the ‘protection of investors.’ Congress did not intend to require the Commission to make any other findings.” *Efuel EFN Corp.*, Release No. 86307, 2019 WL 2903941, *2 (July 5, 2019)(citing *Bravo*, 2015 WL 5047983, at *3).⁴

Here, the Commission expressed concerns regarding the accuracy and adequacy of publicly disseminated information including information relating to its (1) corporate assets; (2) anticipated corporate acquisitions; (3) business operations; and (4) up-listing to the OTCQB. July 18, 2019 Order, AP File 3-19242, Release No. 86405, 2019 WL 3222259. Also before the Commission was information regarding trading in Apotheca’s securities that raised concerns regarding possible manipulation in the security. (Anderson Aff. ¶¶ 16-23.) In essence, Petitioners make two arguments that the Commission ordered the trading suspension in error: (1) press releases issued by Apotheca were not inadequate or misleading; and (2) a disclaimer of any responsibility for any manipulation of Apotheca’s securities. Neither of these arguments are availing.⁵

⁴ Apotheca mistakenly cited to several court of appeals cases as to the standard of review of the trading suspension. (Apotheca Mem. at 12-13.) These cases provide the standard of review of a Commission decision by a federal court of appeals; they are inapplicable for Commission review of a trading suspension. *See, e.g. Alderman v. SEC*, 104 F.3d 285 (9th Cir. 1997)(Court of Appeals review of Commission order affirming a National Association of Securities Dealers, Inc. disciplinary action against an associated person of a broker/dealer); *Eichler v. SEC*, 757 F.2d 1066 (9th Cir. 1985)(same); *Orkin v. SEC*, 31 F.3d 1056 (11th Cir. 1994)(same).

⁵ Apotheca also repeatedly complains that the staff failed to contact the company as part of its investigation.

B. Press Releases Provided Inadequate and Inaccurate Information Requiring a Trading Suspension

Apotheca seemingly argues that a trading suspension was unnecessary because the press releases it issued were adequate and accurate. However, that is not the case. Each of the press releases at minimum lacked information and/or contained outdated information. Some contained affirmatively misleading information regarding the company's prospects, its products and its personnel.

1. November 6, 2018 Press Release Regarding Nano Creaciones Contained Inadequate and Inaccurate Information

Apotheca argues that the November 6, 2018 press release regarding the acquisition of Nano Creaciones ("Nano") was accurate because Apotheca did intend to purchase it and it had Mexican (only) patents.⁶ (Apotheca Brief ¶¶ 18, 15, 16 at p. 5⁷.) In support, Apotheca attached an unauthenticated Exhibit A, which purportedly contained a "plan of purchase agreement" and "copy(s) of their patents." (*Id.*) However, the press release stated that "Nano held several patents and patents pending for the treatment of certain medical conditions." (2d Anderson Aff. Ex. 1.) It did not state that they were Mexican only patents, which would not be of much value to a US company given those purported Mexican patents would provide no protection against others using the same technology in this country. Moreover, the purported "patent" states on its face that it is an application for a patent and not a patent, thereby providing no evidence that Nano had any actual patents.⁸

(Apotheca Mem. ¶¶ 8, 10, 18, 34.) However, as evidenced by the information now provided by Apotheca, it is unlikely that the result would have been any different.

⁶ Apotheca's brief refers to numbered allegations in Anderson's affidavit. However, those numbers do not match up with the Affidavit. For example, Apotheca cites to allegations in paragraph 4 regarding Nano Creaciones. However, the Affidavit discusses that press release in paragraph 8. Similarly Apotheca cites to paragraph 5 as to changing its listing to OTCQB. However, Anderson's affidavit addresses that press release in paragraph 9.

⁷ Apotheca's brief is misnumbered causing the need to cite both page numbers and paragraph numbers. Starting on page 5 of the brief, the paragraphs go from 18 to 15.

⁸ It is questionable whether the so called patent application is, in fact, a patent application. The document allegedly comes from the "Mexican Institute of Intellectual Property." However, Mexico's patent office is entitled the

2. November 12, 2018 Press Release Regarding Plans to Uplist to OTCQB Market Tier Contained Misleading and Inadequate Information

Apotheca contends that its November 12, 2018 press release stating that it planned to uplist to OTCQB did not contain inaccurate information because purportedly it did file an application for uplisting to OTCQB, which Apotheca admits was denied in January of 2019. (Apotheca Brief ¶ 17 at 5, 2nd Anderson Aff. Ex. 2.) Yet, Apotheca provided no evidence of such an application. Moreover, given that OTC Markets purportedly had denied the application, Apotheca failed to provide the market with updated information that its application had been denied. Only now, in response to the trading suspension, has Apotheca provided updated information thereby demonstrating that the trading suspension worked as intended—it caused Apotheca to provide accurate information to the public – information not previously available. *See Immunotech Laboratories*, Release No. 75790, 2015 WL 5081237, *7 (Aug. 28, 2015) (corrective disclosure after trading suspension supports need for trading suspension).

3. December 10, 2018 Press Release as to Apotheca Earth Contained Inaccurate and Misleading Information Regarding its Prospects

Apotheca contends that its December 10, 2018 press release announcing plans to roll out a new line of CBD products under the brand Apotheca Earth was accurate and adequate because the brand existed and there were products. (Apotheca Brief. ¶ 18, 2nd Anderson Aff. Ex. 3.) In support, it provides numerous pages that appear to be from a twitter feed last active in 2017 and a PowerPoint showing product boxes. (Apotheca Brief Ex. B.) The twitter pages only evidence that an entity “Apotheca Earth” existed a year prior to the press release. Apotheca provides no support that it was actually rolling out a new line of CBD products a year later. The PowerPoint is at most evidence that Apotheca had mocked up boxes of goods but provides no evidence that

Mexican Institute of Industrial Property or the Instituto Mexicano de la Propiedad Industrial (“IMPI”). *See IMPI* website, <https://www.gob.mx/impi/>

the company was in the position to sell those goods. Moreover, it is highly unlikely that Apotheca could have rolled out any new products at this time given that it reported in its Form 10-K filed with the Commission on May 16, 2019 (for the period ending January 31, 2019), that it only had \$168,462 in cash, assets of \$108,884, liabilities of \$931,877, no revenue since inception, and a net loss of \$2,512,440. (Anderson Aff. ¶ 7.)

4. *Apotheca's Press Releases Regarding ProMed Contained Inaccurate and Misleading Information Regarding its Prospects.*

Apotheca argues that information regarding ProMed's potential was not inaccurate because it exists, has products, and a website. However, Apotheca admits, that contrary to representations in its April 1, 2019 press release, it lacked actual orders because of "lack of timely inventory and terms." (Apotheca Brief ¶ 20.) Moreover, Apotheca also admits that contrary to its April 23, 2019 press release stating that it was shipping product, that it lacked a viable plan to sell ProMed and no product had been shipped. (Apotheca Brief ¶ 20.)

5. *Apotheca's Press Release Regarding Its CEO Is at Minimum Incomplete.*

Apotheca argues that its press release regarding its CEO PC Sundareswaran (alternatively PC Sundar⁹) is not inadequate or misleading because an internet search would show that he has 30 years of pharmaceutical experience. (Apotheca Brief ¶ 21.) Yet, those links wherein his qualifications are vaguely described in the same manner as the press release. (*Id.*) Neither of the websites provided by Apotheca detail what he was exactly doing during the thirty years other than that he has worked at brand name pharmaceutical companies and the websites instead parrot the same language used in the Apotheca press release.

C. Suspicious Trading in Apotheca Supports the Issuance of a Trading Suspension

⁹ Mr. Sundareswaran signed at least one Form 8-K as PC Sundar. June 21, 2019 Apotheca Form 8-K Regarding Hemp Science.
<https://www.sec.gov/Archives/edgar/data/1632053/000163205319000004/8k.purchase.hemp.bloom.62119.htm>

While conceding that suspicious trading may have taken place in its security, Apotheca argues that it was not appropriate to issue a trading suspension because the staff does not allege that management or any shareholders were involved in improper trading but the trading were the actions of unrelated third parties for which it is not responsible. (Apotheca Brief ¶¶ 9, 25-32.) That argument is irrelevant because the Commission has suspended trading in situations where the conduct is not connected to the issuer if “the conduct threatens a fair and orderly marketplace.” See *Efuel*, 2019 WL 2903941, *5 (quoting *Myriad Interactive Media, Inc.*, Release No. 75791, 2015 WL 5081238, * 8 n. 31 (Aug. 28, 2015)). The Commission need only determine that it has questions regarding possible manipulation or suspicious trading. *Bravo Enter. Ltd.*, 2015 WL 5047983 at *3 (Commission ordered trading suspensions in circumstances wherein fraud or manipulation unrelated to issuer.). As described above, suspicious trading activity, increases in volume, as well as cold calls raise questions regarding possible manipulation or suspicious trading. That is all that is necessary for a trading suspension.

CONCLUSION

For the reasons stated above, the Division requests that the Commission deny Apotheca's request to terminate the trading suspension that issued on June 28, 2019.

Respectfully submitted,

DIVISION OF ENFORCEMENT,
By its attorneys,



Deena Bernstein
Amy Gwiazda
Susan Cooke Anderson
U.S. Securities and Exchange Commission
33 Arch Street, 24th Floor
Boston, MA 02110
(617) 573-8813 (Bernstein)

Dated: September 3, 2019

CERTIFICATE OF SERVICE

I hereby certify that, on September 3, 2019, I served copies of the foregoing 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
(fax) 202-772-9324

Counsel for Apotheca

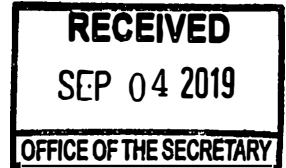
Craig Huffnan
Securus Law Group
13046 Racetrack Road, Number 243
Tampa Florida 33626
Facsimile: 1-888-758-0783


Deena R. Bernstein

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of

APOTHECA BIOSCIENCES INC.



Administrative Proceeding
File No. 3-19242

AFFIDAVIT OF SUSAN COOKE ANDERSON

I, Susan Cooke Anderson, hereby swear:

1. I am a Senior Counsel with the United States Securities and Exchange Commission (“Commission”) and have been employed by the Commission as an attorney in the Division of Enforcement (“Division”) since 2010.
2. I submit this Affidavit in conjunction with the Division’s Opening Brief in Opposition to Apotheca Biosciences Inc.’s (“Apotheca”) Petition to Terminate the Trading Suspension in *In the Matter of Apotheca Biosciences Inc.*
3. Attached as Exhibit 1 is a copy of press release issued by Apotheca on November 6, 2018.
4. Attached as Exhibit 2 is a copy of press release issued by Apotheca on November 12, 2018.
5. Attached as Exhibit 3 is a copy of press release issued by Apotheca on December 10, 2018.
6. Attached as Exhibit 4 is a copy of press release issued by Apotheca on January 15, 2019.
7. Attached as Exhibit 5 is a copy of press release issued by Apotheca on April 1, 2019.

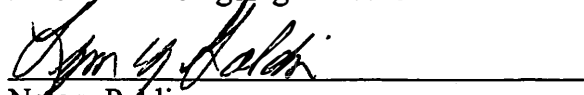
8. Attached as Exhibit 6 is a copy of press release issued by Apotheca on April 23, 2019.

9. Attached as Exhibit 7 is a copy of a Form 8-K filed by Apotheca with the Commission on June 5, 2019.

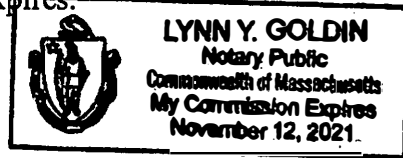
Dated: 9/3/19



On September 3, 2019, Susan Anderson, a person known to me, personally appeared before me and swore under oath the foregoing Affidavit.



Notary Public
Commission expires:



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

EXHIBIT**1**

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November 06, 2018 08:13 ET | Source: Cannabis Leaf, Inc./Apotheca Biosciences

Saint Petersburg, FL, Nov. 06, 2018 (GLOBE NEWSWIRE) -- via NEWMEDIAWIRE -- Apotheca Biosciences (OTC PINK: PCFP), a developer of cutting-edge medical products, nutraceuticals, drug formulations and cannabis delivery technologies for the healthcare and consumer care industry, is pleased to announce the intent to purchase Nano Creaciones S.A. P.I. de D.V. Research LLC ("Nano"). Nano currently holds several patents and patents pending for the treatment of certain medical conditions, and Apotheca Biosciences is thrilled to be able to leverage their existing technology for the development of next generation CBD-based OTC formulations.

Nano is on the cutting-edge of nanotechnology through their development of a cotton fiber gauze with silver nitrate nanoparticles that allow the users to discard any risk of wound infection while accelerating their tissue regeneration process. Currently, Nano is in the process of testing and fielding such medications for regulatory approval, studies, marketing, production and sales. Nano's product has been tested in all aspects from the development and active duration of the "nanoparticles" to the "packaging" of the gauze and its density to allow its proper sterilization without damaging the product.

Nano has fully developed gauze, band-aids and sprays, while developing a line of the same products to include using CBD as a palliative. The Nano Gauze is made from pure silver nanoparticles, which are carefully dispersed in cotton fibers that are subjected to a meticulous sterilization process with the most advanced technology for contact with wounds and human tissues without compromising the action of the silver nanostructures. Apotheca Biosciences believes that using Nano's products to deliver CBD as a palliative will bring the utmost quality and precise dosing to the consumer market. "We've gone through quality planning and development of our CBD blends and believe that using Nano's products will be the perfect method of delivery for the healthcare and consumer markets," said Sam Talari, Chief Executive Officer at Apotheca Biosciences.

Apotheca Biosciences is at the forefront of medical technologies with the development of a CBD pain patch for the healthcare and consumer care industry. This acquisition will provide knowledge and expertise to the development of this CBD product, along with our other products. Our pipeline of products includes transdermal, sublingual, and nasal delivery technologies for precise and controlled dosing of cannabinoids.

Apotheca Biosciences is a pioneering biotech company with an emphasis in research and development in addition to the creation of high-grade nutraceuticals and cosmetics. The health of our customers takes precedence and our solid business strategy ensures focus on customer well-being. Our goal is to lay the groundwork and continue research of cannabinoid receptiveness in patients and create nutraceuticals that reflects our strategy and research. For more information on Apotheca Biosciences, please visit www.apothecabio.com

About Apotheca Biosciences Inc.

Apotheca is a developer of cutting-edge medical products, nutraceuticals, formulation and delivery technologies for the healthcare and consumer care industry. Its pipeline of products includes, transdermal, sublingual, and nasal delivery technologies for precise and controlled dosing of cannabinoids. Apotheca believes that it can deliver meaningful benefits using its technologies to the world's aging population. To request further information about Apotheca, please email info@apothecabio.com, or visit its website at <http://www.apothecabio.com/>, or visit it on FB [@apotheca](#) and Twitter [@apotheca](#)

Forward-Looking Statements

This press release may contain forward-looking statements covered within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to, among other things, plans and timing for the introduction or enhancement of our services and products, statements about future market conditions, supply and demand conditions, and other expectations, intentions and plans contained in this press release that are not historical fact and involve risks and uncertainties. Our expectations regarding future revenues depend upon our ability to develop and supply products and services that we may not produce today and that meet defined specifications. When used in this press release, the words "plan," "expect," "believe," and similar expressions generally identify forward-looking statements. These statements reflect our current expectations. They are subject to a number of risks and uncertainties, including, but not limited to, changes in technology and changes in pervasive markets. This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 27E of the Securities Act of 1934. Statements contained in this release that are not historical facts may be deemed to be forward-looking statements. Investors are cautioned that forward-looking statements are inherently uncertain. Actual performance and results may differ materially from that projected or suggested herein due to certain risks and uncertainties including, without limitation, ability to obtain financing and regulatory and shareholder approval for anticipated actions.

Contact:

Media Contact: (727) 228-3994
Apotheca Biosciences
<http://www.apothecabio.com>
info@apothecabio.com
Twitter - [@apotheca](#)
Facebook - [apotheca](#)
Telegram- [apotheca](#)

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EXHIBIT 2

Source: Apothecca Biosciences

November 12, 2018 07:30 ET

Apothecca Biosciences (PCFP) Plans Uplisting to OTCQB

SAINT PETERSBURG, FL, Nov. 12, 2018 (GLOBE NEWSWIRE) -- via NEWMEDIAWIRE -- Apothecca Biosciences (OTC PINK: PCFP), a developer of cutting-edge medical products, nutraceuticals, drug formulations and cannabis delivery technologies for the healthcare and consumer care industry is pleased to announce the Company's plans to uplist to the OTCQB market within the next few weeks. The application process will not guarantee acceptance of Company's application by OTCMARKETS from the PINKS to OTCQB.

The Company believes that the move to the OTCQB will provide enhanced investor benefits including higher reporting standards, greater access to analyst coverage and news services, and more comprehensive compliance requirements. The OTCQB is considered by the Securities and Exchange Commission (SEC) as an "established public market" for determining the public market price when registering securities for resale with the SEC. The OTC Pink is not considered as such and most broker dealers will not trade or recommend OTC Pink stocks. Because the OTCQB dramatically increases transparency, reporting standards, management certification and compliance requirements, most broker dealers trade stocks on the OTCQB. Historically this has resulted in greater liquidity and awareness for companies that reach the OTCQB tier.

Key elements and benefits of uplisting to the OTCQB include:

- Companies must remain current and compliant in their reporting to the SEC
- Minimum bid price test of \$0.01 removes companies that are most likely to be the subject of dilutive stock fraud schemes and promotion
- Improved investor confidence through verified information, confirming that the Company Profile displayed on www.otcmarkets.com is current and complete
- Annual management certification process to verify officers, directors, controlling shareholders, and shares outstanding
- Greater information availability for investors through the OTC Disclosure & News Service
- Transparent prices for investors through full-depth of book with Real Time Level 2 quotes

"We anticipate that trading on the OTCQB will raise our visibility within the investment community and will help to broaden our shareholder base," stated John Verghese, CTO & Director of Apothecca. "Uplisting to the OTCQB will be a significant milestone for the company (if our application is accepted by the OTCMARKETS) as it provides shareholders and potential investors with greater transparency and liquidity, and exposes Apothecca to institutional investors which do not invest in Pink Sheet companies."

Apotheca Biosciences is at the forefront of medical technologies with the development of a CBD pain patch for the healthcare and consumer care industry. This acquisition will provide knowledge and expertise to the development of this CBD product, along with our other products. Our pipeline of products includes transdermal, sublingual, and nasal delivery technologies for precise and controlled dosing of cannabinoids.

Apotheca Biosciences is a pioneering biotech company with an emphasis in research and development in addition to the creation of high-grade nutraceuticals and cosmetics. The health of our customers takes precedence and our solid business strategy ensures focus on customer well-being. Our goal is to lay the groundwork and continue research of cannabinoid receptiveness in patients and create nutraceuticals that reflects our strategy and research. For more information on Apotheca Biosciences, please visit www.apothecabio.com

About Apotheca Biosciences Inc.

Apotheca is a developer of cutting-edge medical products, nutraceuticals, formulation and delivery technologies for the healthcare and consumer care industry. Its pipeline of products includes, transdermal, sublingual, and nasal delivery technologies for precise and controlled dosing of cannabinoids. Apotheca believes that it can deliver meaningful benefits using its technologies to the world's aging population.

To request further information about Apotheca, please email info@apothecabio.com, or visit its website [athttp://www.apothecabiosciences.com/](http://www.apothecabiosciences.com/), or visit it on FB [@apotheca](#) and Twitter [@apotheca](#)

Forward-Looking Statements

This press release may contain forward-looking statements covered within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to, among other things, plans and timing for the introduction or enhancement of our services and products, statements about future market conditions, supply and demand conditions, and other expectations, intentions and plans contained in this press release that are not historical fact and involve risks and uncertainties. Our expectations regarding future revenues depend upon our ability to develop and supply products and services that we may not produce today and that meet defined specifications. When used in this press release, the words "plan," "expect," "believe," and similar expressions generally identify forward-looking statements. These statements reflect our current expectations. They are subject to a number of risks and uncertainties, including, but not limited to, changes in technology and changes in pervasive markets. This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 27E of the Securities Act of 1934. Statements contained in this release that are not historical facts may be deemed to be forward-looking statements. Investors are cautioned that forward-looking statements are inherently uncertain. Actual performance and results may differ materially from that projected or suggested herein due to certain risks and uncertainties including, without limitation, ability to obtain financing and regulatory and shareholder approval for anticipated actions.

Contact:

Media Contact: (727) 228-3994
Apotheca Biosciences
<http://www.apothecabio.com>
info@apothecabio.com
Twitter - [@apotheca](#)
Facebook - [apotheca](#)
Telegram- [apotheca](#)

Prepared for: SHEILA DENTREMONT

EXHIBIT

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News

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Dec 10 2018 07:30:03

Apotheca Biosciences (PCFP) Announces the Roll Out of Apotheca Earth, Direct to Business & Consumer Medical Grade CBD Products - Apotheca Earth to Begin National Sales & Marketing Campaign

SAINT PETERSBURG, FL, Dec. 10, 2018 (GLOBE NEWSWIRE) -- via NEWMEDIAWIRE - Apotheca Biosciences (OTC PINK: PCFP), a developer of cutting-edge medical products, nutraceuticals, drug formulations, and cannabis delivery technologies for the healthcare and consumer care industry, is pleased to announce the Company's plans to roll out of their new line of CBD products for businesses and consumers under the business brand of Apotheca Earth. Apotheca Earth is poised to deliver some of the highest quality CBD products on the market and their products come with a Certificate of Analysis (CoA). In addition to producing the highest quality CBD, Apotheca Earth also offers wholesale prices for the businesses or distributors that would like to private label.

Apotheca is at the forefront of medical technologies with their CBD product line, which includes pain cream, vapes, capsules (dry tabs and gel caps), and tinctures. We are working with ISO certified USA based manufacturers to produce our line of capsules, and both dry tabs like the melatonin-rich sleep and gel capsule product will be extremely high-quality CBD. Apotheca innovates in the CBD industry by producing the high-quality USA based hemp derived CBD at prices lower than the competitors.

Company is expected to ramp up its nationwide sales and marketing drive to distribute medical grade non-OTC CBD products direct to consumers and to businesses for white label.

"We've gone through quality planning and development of our CBD products under the Apotheca Earth brand and believe that having our products backed by CoA will be a major selling point for the consumers who are looking for a high-quality product made in the USA," said John Verghese, Chief Technical Officer at Apotheca Biosciences.

2018 Farm Bill, Hemp and CBD Oil

In 2014, the hemp industry enjoyed a breakthrough when President Obama authorized states to allow hemp to be grown as part of state-approved pilot programs. Under the 2018 Farm Bill, the new hemp language paves the way for hemp to be reclassified as an agricultural commodity. This major coming shift will have a positive impact on hemp-derived CBD and its accessibility to sufferers across the medical spectrum from PTSD to opioid addiction. The entire industry will benefit from this move, leading to more awareness of CBD oil and hemp across the globe.

According to Forbes; With about \$867 billion in investments, the Farm Bill affects all of us we rely on our food system every day of our lives. While it might seem far removed from our dining room table as it's debated, the reality is that the current version of the Farm Bill presents both opportunities and threats, has winners and losers. Hemp and its derivatives such as CBD will be the big winners.

Apotheca Biosciences is a pioneering biotech company with an emphasis in research and development in addition to the creation of high-grade nutraceuticals and cosmetics. The health of our customers takes precedence and our solid business strategy ensures focus on customer well-being. Our goal is to lay the groundwork and continue research of cannabinoid receptiveness in patients and create nutraceuticals that reflects our strategy and research.

For more information on Apotheca Biosciences, please visit www.apothecabiosciences.com

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dosing of cannabinoids. Apotheca believes that it can deliver meaningful benefits using its technologies to the world's aging population.

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Media Contact: (727) 228-3994
Apotheca Biosciences
<http://www.apothecabio.com>
info@apothecabio.co
Twitter - @apotheca
Facebook - apotheca
Telegram- apotheca



-0- Dec/10/2018 12:30 GMT

Prepared for: SHEILA DENTREMONT

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News ☆ Favorite

Jan 15 2019 08:00:09

Apotheca Biosciences (PCFP) Introduces ProMED, Our Newest Flagship Product Line -- Company Begins Rolling Out its Sleep Aid & Opioid Replacement Formulations

Saint Petersburg, FL, Jan. 15, 2019 (GLOBE NEWSWIRE) – via NEWMEDIAWIRE -- Apotheca Biosciences (OTC PINK: PCFP), a developer of cutting-edge medical products, nutraceuticals, drug formulations and cannabis delivery technologies for the health care and consumer care industry, is pleased to announce information pertaining to our pharma-grade new isolate and full-spectrum CBD product line called ProMED. The success behind ProMED is the strategic partnerships that have been formed by Apotheca Biosciences for the past 4 years dating back to 2014 when the very first farm bill was passed. Apotheca Biosciences has been on the cutting edge of formulations and strategic partnerships, dedicated to the very best products and formulations that give the consumer of our product piece of mind that they are getting the very best CBD products on today's market.

One of our strongest strategic partnerships is with the great state of Kentucky and The Kentucky Department of Agriculture (KDA). Every single plant is extracted under the strict guidelines of the (KDA) Industrial Hemp Pilot Program. Every step from seed to sale is accounted for and documented. We utilize a CO2 extraction that allows us to draw the CBD from the plant material and filter out unnatural substances, maximizing pure CBD concentration with 0% THC. In addition, we will go a step further and place QR codes on every single product to provide a (COA) Certificate of Analysis on the spot to any customer! In addition every single product will be laser etched with a batch number that will match the (COA). ProMED CBD will always provide a superior product by making sure we are the leader in transparency.

ProMED CBD product line will consist of the very highest grade of pure CBD rich products such as tinctures, which come in isolate and full spectrum. ProMED is also launching a full line of pain creams. All pain creams will come in a 3.4oz air pump dispenser, for exact dosing control. In addition to providing exact dosage we will also offer our Pain Creams in isolate and full spectrum, once again giving the consumer a complete lineup of CBD products. In addition to creams and tinctures, ProMED is adding CBD Soft Gels to our product lineup. Our soft gels are medical grade and will come in isolate and full spectrum. ProMED will offer this in 25mg and 50mg soft gels for severe symptoms.

Sleep Aid and Pain Relief

ProMED is very proud of our special formulated CBD sleeping Aid. This product is generating a lot of excitement and truly provides the best relaxing sleep to consumers. This will come out in dry tab form and will contain 25mg of CBD along with other proprietary ingredients. We have saved our most exciting products for last as ProMED CBD is an industry leader and we intend to prove this with our newly FDA registered OTC Sport Pain Cream and OTC Pain Balm. The FDA has put new pathways for registering products for approval and ProMED CBD is taking advantage of all these pathways with one of the very first approvals through the FDA for CBD products. ProMED has decided to offer its FDA approved pain cream in a 3.4oz air pump dispenser to promote exact dosage consumption by consumer. In addition ProMED will offer the FDA approved OTC Sport Pain Cream with higher amounts of CBD starting at 500mg in the air pump dispenser. This medical formulated cream will provide instant relief to not only athletes, but also to consumers with severe pain. While ProMED was in the design and development stage of our FDA approved 500mg CBD Sport Pain Cream we also decided to listen to what the consumer wants and will begin the process of registering our brand-new OTC Pain Balm with the FDA.

Exciting Future Products

ProMED CBD is diligently working on many exciting new products that will be launching this year. Our new water-soluble products with our new nanotechnology will deliver pure CBD to

any beverage such as coffee, beer, wine, soda or any liquid! Water soluble products will launch second quarter this year which will include energy drinks, chill drinks, coffee and Soda infused CBD. ProMED CBD is also launching a CBD Pet line of CBD pet treats for all pets, not just dogs! Our pet line is being developed now and should launch mid-year 2019. Some of our most exciting news is pertaining to our cosmetics line which will consist of CBD anti-aging creams, CBD Coffee in K Cups, CBD Shampoo and conditioners which are sulfate free and many more products!

Apotheca Biosciences is at the forefront of medical technologies with the development of a CBD pain patch for the healthcare and consumer care industry. This acquisition will provide knowledge and expertise to the development of this CBD product, along with our other products. Our pipeline of products includes transdermal, sublingual, and nasal delivery technologies for precise and controlled dosing of cannabinoids.

Apotheca Biosciences is a pioneering biotech company with an emphasis in research and development in addition to the creation of high-grade nutraceuticals and cosmetics. The health of our customers takes precedence and our solid business strategy ensures focus on customer well-being. Our goal is to lay the groundwork and continue research of cannabinoid receptiveness in patients and create nutraceuticals that reflects our strategy and research. For more information on Apotheca Biosciences, please visit www.apothecabiosciences.com

About Apotheca Biosciences Inc.

Apotheca Biosciences, a biopharmaceutical company, through its divisions, engages in 1) the discovery, development, and commercialization of therapies for the treatment of opioid addiction, sleep disorder, PTSD, Alzheimer's and inflammatory diseases worldwide, 2) develops and manufactures medical devices for precise dosing, and 3) direct to business and consumer CBD enhanced supplements, formulations and cosmetics. The pipeline of products includes, transdermal, sublingual, digestive technologies and medical devices for precise and controlled dosing of cannabinoids. Products such as CannaDERME, a transdermal technology using nano-emulsion for fast absorption of cannabinoid compounds for the general pain market.

To request further information about Apotheca, please email info@apothecabio.com, or visit its website at <http://www.apothecabiosciences.com/>, or visit it on FB @apotheca and Twitter @apotheca

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Contact:

Media Contact: (727) 228-3994
Apotheca Biosciences
<http://www.apothecabio.com>
info@apothecabio.com
Twitter - @apotheca
Facebook - apotheca
Telegram- apotheca



-0- Jan/15/2019 13:00 GMT



EXHIBIT
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Apotheca Biosciences (PCFP) Begins Shipping ProMED CBD, Our Newest Flag-Ship Pharma Grade CBD Product Line by ProMED Biosciences - Company Begins with 11 Product SKUs increasing to 30 Product SKUs by Second Quarter



April 01, 2019 07:30 ET | **Source:** Apotheca Biosciences

Apotheca Biosciences Inc.



ProMED CBD Product Line

Apotheca Biosciences

SAINT PETERSBURG, FL, April 01, 2019 (GLOBE NEWSWIRE) -- via NEWMEDIAWIRE -- Apotheca Biosciences (OTC PINK: PCFP), a developer of cutting-edge medical products, nutraceuticals, drug formulations, and cannabis delivery technologies for the health care and consumer care industry, is pleased to announce incorporation of its newly created subsidiary ProMED Biosciences, Inc. ProMED Biosciences will ship their newest flag-ship pharma grade CBD product line under the trademarked brand name ProMED. Company expects substantial revenue potential from ProMED subsidiary with close to \$500K in preorders so far.

ProMED Biosciences will be the Company's consumer product division carrying cannabinoids and particularly cannabidiol(CBD) related products from tinctures to water and cosmetics. ProMED will be distributed nationally in wellbeing centers, dispensaries, spas, health food stores, vitamin shops, health care providers, online and through distributors.

ProMED will initially carry 11 product SKUs which includes:

- 500 mg 30 ml CBD Oil Drops (Isolate)
- 500 mg 30 ml CBD Oil Drops (Full Spectrum)
- 1000 mg 30 ml CBD Tincture (Isolate)
- 1000 mg 30 ml CBD Tincture (Full Spectrum)
- 250 mg 3.4oz Air Pump Pain Cream (Isolate)
- 250 mg 3.4oz Air Pump Pain Cream (Full Spectrum)
- 25 mg Soft Gel Capsule 30 count bottle (Isolate)
- 25 mg Soft Gel Capsule 30 count bottle (Full Spectrum)
- 25 mg Dry Cap Sleep Aid 30 count bottle (Isolate)
- 500 mg OTC Sport Pain Cream (Isolate)
- 320 mg OTC Sport Pain Balm Stick (Isolate)

Full Traceability and Transparency

Our products are carefully developed and formulated from proprietary strains of hemp that have been derived from fully traceable USDA registered industrial hemp farms with full ISO and GMP-compliant traceability reports and COAs. Products have been and may be formulated and manufactured in an FDA registered, ISO 9001-22716, cGMP and OTC certified facilities.

Second Quarter 2019 product SKUs will include:

- Crystal Resistant Broad Spectrum Vape Juices in 1000 & 1500 mg
- Hemp Cigarettes
- Cosmetic Line (Limited line)
- Broad Spectrum THC Free Pain Creams in 1000 mg
- Full & Broad Spectrum Gel Caps & Sleep Capsules in 1000 & 1500 mg
- Broad Spectrum THC Free Tinctures & Oil Drops in 1000 & 1500 mg
- Water Soluble Powders & Liquids
- Pure CBD Crystalline Isolate Nano Water Soluble Liquid Concentrates

Future product SKUs in development in 2019 will include:

- Bath Salts & Soaks
- Beverages (Water)
- Body Lotion, Oils & Sprays
- Body Wash
- Breath Fresheners
- Creams & Lotions

- Energy Shots
- Eye Drops & Lubricants
- Facial Creams
- Hand & Foot Care
- Hemp Cigarettes
- Infused Topical Patches
- Lip Balm
- Mouthwash
- Muscle Balm
- Oral Pain Relievers
- Personal Lubricants
- Pet CBD
- Salves & Topicals
- Shampoos & Conditioners
- Skin Care
- SPF Sunblock
- Toothpaste & Whitening
- Vape Juice & Cartridges

The success behind ProMED is the strategic partnerships that have been formed by Apotheca Biosciences, its parent company. Apotheca Biosciences has been on the cutting edge of formulations and strategic partnerships, dedicated to the very best products and formulations that give the consumer of our product piece of mind that they are getting the very best CBD products on today's market.

We utilize a CO2 extraction that allows us to draw the CBD from the plant material and filter out unnatural substances, maximizing pure CBD concentration with 0% THC. In addition, we will go a step further and place QR codes on every single product to provide a (COA) Certificate of Analysis on the spot to any customer! In addition every single product will be laser etched with a batch number that will match the (COA). ProMED CBD will always provide a superior product by making sure we are the leader in transparency.

Apotheca Biosciences is a pioneering biotech company with an emphasis in research and development in addition to the creation of high-grade nutraceuticals and cosmetics. The health of our customers takes precedence and our solid business strategy ensures focus on customer well-being. Our goal is to lay the groundwork and continue research of cannabinoid receptiveness in patients and create nutraceuticals that reflects our strategy and research. For more information on Apotheca Biosciences, please visit www.apothecabiosciences.com.

About ProMED Biosciences Inc. – Science Based Wellbeing

ProMED Biosciences is a developer and manufacturer of medical grade CBD and cannabinoids products that enhances wellbeing and quality of life. ProMED is and will be distributed nationally in wellbeing centers, dispensaries, Spas, health food stores, Vitamin Shops, health care provider's offices, online and through distributors.

To request further information about ProMED, please email info@promedcbd.com, or visit it on FB [@promedcbd](#) and Twitter [@promedbio](#).

About Apotheca Biosciences Inc.

Apotheca Biosciences, a biopharmaceutical company, through its divisions, engages in 1) the discovery, development, and commercialization of therapies for the treatment of opioid addiction, sleep disorder, PTSD, Alzheimer's and inflammatory diseases worldwide, 2) develops and manufactures medical devices for precise dosing, and 3) direct to business and consumer CBD enhanced supplements, formulations and cosmetics. The pipeline of products includes, transdermal, sublingual, digestive technologies and medical devices for precise and controlled dosing of cannabinoids. Products such as CannaDERME, a transdermal technology using nano-emulsion for fast absorption of cannabinoid compounds for the general pain market.

To request further information about Apotheca, please email info@apothecabio.com, or visit its website at <http://www.apothecabiosciences.com/>, or visit it on FB [@apotheca](#) and Twitter [@apotheca](#).

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Attachment

- [Apotheca Biosciences Inc.](#)

Contact:

Media Contact: (727) 228-3994
Apotheca Biosciences

8/29/2019

Apotheca Biosciences (PCFP) Begins Shipping ProMED CBD, Our Newest Flag-Ship Pharma Grade CBD Product Line by ProMED Bios...

<http://www.apothecabio.com>

info@apothecabio.com

Twitter - @apotheca

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Apotheca Biosciences (CBDC) Begins Shipping ProMED CBD, Our Newest Flag-Ship Pharma Grade CBD Product Line by ProMED Biosciences - Company Begins with 12 Product SKUs increasing to 30 Product SKUs

EXHIBIT
6

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April 23, 2019 09:50 ET | Source: Cannabis Leaf, Inc./Apotheca Biosciences

Saint Petersburg, FL, April 23, 2019 (GLOBE NEWSWIRE) – via NEWMEDIAWIRE – Apotheca Biosciences (OTC PINK: CBDC), a developer of cutting-edge medical & pharmaceutical products, nutraceuticals, and cannabis delivery technologies for the health care and consumer care industry, is pleased to announce incorporation of its newly created subsidiary ProMED Biosciences, Inc. ProMED Biosciences will ship their newest flag-ship pharma grade CBD product line under the trademarked brand name ProMED. ProMED Biosciences will be carrying cannabidiol (CBD) related products, from tinctures to cosmetics, which are distributed nationally in wellbeing centers, dispensaries, spas, health food stores, vitamin shops, health care providers, online and through distributors. The Company expects substantial revenue potential from ProMED subsidiary.

For CBD infused drinks, the Company is joining forces with CB Scientific (OTC PINK: CBSC) to develop and unveil next generation CBD based energy drinks, chill drinks, water and cold brew coffee for consumers and patients under the brands "Cannavive" and "DAVA". Hemp based CBD infused drinks will be sold globally through all channels, which may include eBay and Amazon under the brands "Cannavive" and "DAVA".

For immediate wholesale distribution & pricing please contact info@apothecabio.com.

ProMED will initially carry 12 product SKUs which includes:

- 500 mg 30 ml CBD Oil Drops (Isolate)
- 500 mg 30 ml CBD Oil Drops (Full Spectrum)
- 1000 mg 30 ml CBD Tincture (Isolate)
- 1000 mg 30 ml CBD Tincture (Full Spectrum)
- Full Spectrum Vape Juices in 1000 & 1500 mg
- 250 mg 3.4oz Air Pump Pain Cream (Isolate)
- 250 mg 3.4oz Air Pump Pain Cream (Full Spectrum)
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Full Traceability and Transparency

Our products are carefully developed and formulated from proprietary strains of hemp that have been derived from fully traceable USDA registered industrial hemp farms with full ISO and GMP-compliant traceability reports and COAs. Products have been and may be formulated and manufactured in an FDA registered, ISO 9001-22716, cGMP and OTC certified facilities.

Second Quarter product SKUs will include:

- Hemp Cigarettes
- Cosmetic Line (Limited line)
- Broad Spectrum THC Free Pain Creams in 1000 mg
- Full & Broad-Spectrum Gel Caps & Sleep Capsules in 1000 - 3000 mg
- Broad Spectrum THC Free Tinctures & Oil Drops in 1000 - 3000 mg
- Water Soluble Powders & Liquids
- Pure CBD Crystalline Isolate Nano Water Soluble Liquid Concentrates

The success behind ProMED is the strategic partnerships that have been formed by Apotheca Biosciences, its parent company with companies such as CB Scientific (OTC PINK: CBSC). Apotheca Biosciences has been on the cutting edge of formulations, dedicated to the very best products and formulations that give the consumer of our product piece of mind that they are getting the very best CBD products on today's market.

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To request further information about ProMED, please email info@promedcbd.com, or visit us on FB [@promedcbd](https://www.facebook.com/promedcbd) and Twitter [@promedbio](https://twitter.com/promedbio)

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Apotheca Biosciences

<http://www.apothecabio.com>

info@apothecabio.com

Twitter - @apotheca

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Prepared for: SHEILA DENTREMONT

Regulatory Filings

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EXHIBIT**7**

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) off The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 05, 2019

APOTHECA BIOSCIENCES, INC.

(Exact name of registrant as specified in charter)

<u>Nevada</u>	<u>000-55467</u>	<u>47-2055848</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<u>10901 Roosevelt Blvd, Suite 1000c</u>		
<u>Saint Petersburg, Florida</u>		<u>33716</u>
(Address of principal executive offices)		(Zip Code)
	<u>(727) 228-3994</u>	
	Registrant's telephone number	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 - Entry into a Material Definitive Agreement

On June 03, 2019, the Company has agreed to come to a definitive agreement to purchase 51% of Hemp Sciences Corp (HSC) for 60M shares of common stock, par value \$0.001, at \$0.06 per share. The Company expects the acquisition to complete before the end of second quarter 2019 or July 31. The purchase agreement will come with customary leak out and lock out agreement for the term of 12 months.

Hemp Sciences Corp (HSC), a division of Nuvus Corp, is a cannabis technology provider for growing, harvesting, processing and manufacturing of hemp related products including CBD. With years in development and millions in R&D expense, HSC uses sophisticated grow technologies and processing using control environment architecture, IoT, big data, sophisticated sensor technologies and blockchain to navigate through growing, harvesting, processing and manufacturing life cycle of hemp related products.

In recent years, demand for cannabinoids, especially CBD related resources, has skyrocketed and the market has been flooded with imported and poor-quality hemp-derived CBD products. Also, with ever increasing demand for CBD products in the marketplace, suppliers have been unable to keep up with the growing market demand hence hampering the growth curve.

Due to these factors, the Company has decided on an expansion plan to capture part of the estimated \$145B market by 2025 to become a global supplier of scientifically processed growing, harvesting, processing and manufacturing of hemp related products including CBD.

HSC, through its technological expertise, will assist the Company in developing and managing our expansion plan as a processor and contract manufacturer of the CBD raw material to supply the country and global market for its consumer division. Company's expansion plan covers three unique stages: 1) Co-Packing (bottling and Labeling, 2) ISO/FDA/OTC certified laboratory for formulations and 3) Extraction and processing facility. The Company will inform Securities & Exchange Commission and its shareholders when the transaction is completed.

For more information on the Company's plan, please visit here and download our brochures;

<https://www.apothecabiosciences.com/discovery-deck-volume-3/>

<https://www.apothecabiosciences.com/apotheca-pharmaceutical-division-january-2019-2/>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APOTHECA BIOSCIENCES INC

Date: June 05, 2019

By: s P.C. SundarP. C. Sundar, Chairman & CEO