

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Emerald Health Sciences Inc.</u>  (Last) (First) (Middle) OFFICE 8262, THE LANDING 200 - 375 WATER ST.  (Street) VANCOUVER A1 V6B 0M9  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nemus Bioscience, Inc. [ NMUS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)				

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
7% Convertible Debt	\$0.4	11/01/2018		J(1)		\$2,000,000		(1)	(1)	Common Stock	5,000,000	(1)	\$2,000,000	D	
Warrant (Right to Buy)	\$0.5	11/01/2018		J(2)		2,500,000(3)		(2)	(2)	Common Stock	2,500,000	(2)	2,500,000	D	

**Explanation of Responses:**

- Represents an advance of \$2,000,000 (the "Advance") made by the Reporting Person to the Issuer pursuant to a Multi-Draw Credit Agreement, between the Issuer and the Reporting Person (the "Agreement"). The Advance is convertible into shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock"), at the Reporting Person's option, in whole or in part, at any time after issuance. The conversion price of \$0.40 per share of Common Stock will be subject to adjustment for stock dividends, stock splits, dilutive securities issuances and other customary adjustment events. The maturity date is the earlier of (a) October 5, 2022 and (b) the date on which all amounts under the Agreement shall become due and payable.
- The common stock purchase warrant (the "Warrant") was issued to the reporting person in connection with the Advance pursuant to the Agreement. The Warrant is exercisable at the Reporting Person's option, in whole or in part, at any time after issuance. The expiration date is 5 years from the issuance of the Warrant. The Warrant shall continue to be exercisable notwithstanding the repayment in full of the Advance.
- Represents 50% of the number of shares issuable upon conversion of the Advance.

**Remarks:**

/s/ James L. Heppell, Director 11/01/2018

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**