



DIVISION OF  
CORPORATION FINANCE

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

May 14, 2021

Eyal Barad  
Chief Executive Officer and Director  
Cannabics Pharmaceuticals Inc.  
# 3 Bethesda Metro Center, Suite 700  
Bethesda, MD 20814

**Re: Cannabics Pharmaceuticals Inc.  
Registration Statement on Form S-1  
Filed May 10, 2021  
File No. 333-255948**

Dear Mr. Barad:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Margaret Schwartz at 202-551-7153 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: David E. Price, Esq.