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UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA

UNITED STATES OF AMERICA,

Plaintiff,

v.

JONATHAN WILLIAM MIKULA,
aka "William Mikula,"
CHRISTIAN FERNANDEZ,
aka "Christian Crockwell," and
AMIT RAJ BERI,
aka "Raj Beri,"

Defendants.

No. CR 2:24-cr-00063-SB

I N F O R M A T I O N

[18 U.S.C. § 371: Conspiracy to
Tout Securities for Undisclosed
Compensation; 15 U.S.C. §§ 78q(b),
77x: Touting Securities for
Undisclosed Compensation; 18
U.S.C. § 2(b): Willfully Causing
an Act to be Done]

The United States Attorney charges:

COUNT ONE

[18 U.S.C. § 371]

[ALL DEFENDANTS]

A. INTRODUCTORY ALLEGATIONS

1. At times relevant to this Information:

1 Background

2 a. Palm Beach Venture was a subscription investment
3 newsletter operating in Florida, Georgia, and elsewhere. Palm Beach
4 Venture had subscribers located throughout the United States,
5 including in Los Angeles County, and communicated with those
6 subscribers through interstate wire communications.

7 b. Palm Beach Venture published promotional pieces for
8 offerings of securities, including securities traded "over-the-
9 counter" ("OTC"), i.e., lower-priced, illiquid securities traded not
10 on public exchanges but instead through "market makers," as well as
11 unregistered securities offered pursuant to Regulation A of the
12 Securities Act of 1933 ("Regulation A"), which permitted the offering
13 and sale of certain securities to the public under more limited
14 disclosure requirements than would traditionally be required for
15 publicly reporting companies.

16 c. Pursuant to Section 17(b) of the Securities Act of
17 1933 (15 U.S.C. § 77q(b)), those who received consideration directly
18 or indirectly from an issuer for publishing, giving publicity to, or
19 circulating any advertisement or communication that describes the
20 issuer's security offered for sale were required to fully disclose
21 the consideration received.

22 d. Subscribers to Palm Beach Venture made up a
23 significant percentage of funds raised through offerings described
24 and promoted by Palm Beach Venture.

25 Conspirators and Relevant Entities

26 e. Defendant JONATHAN WILLIAM MIKULA, also known as
27 ("aka") "William Mikula," was a resident of Woodstock, Georgia, and
28 worked as an analyst for Palm Beach Venture. As an analyst for Palm

1 Beach Venture, defendant MIKULA influenced and determined which
2 securities offerings Palm Beach Venture would describe and promote
3 and drafted such descriptions and promotions.

4 f. Defendant CHRISTIAN FERNANDEZ, aka "Christian
5 Crockwell," was a resident of Smyrna, Georgia, and a business and
6 personal associate of defendant MIKULA.

7 g. Defendant AMIT RAJ BERI, aka "Raj Beri," was a
8 resident of West Hollywood, California, and Florida, and was Chief
9 Executive Officer of a Delaware corporation with a principal place of
10 business in Beverly Hills, California.

11 h. Coconspirator Avtar Dhillon was the Chair of the Board
12 of Directors, the Chief Executive Officer, and a significant
13 shareholder of Emerald Health Sciences ("EHS"), a private company
14 incorporated and headquartered in Vancouver, Canada, that held itself
15 out as a life science investment company.

16 i. EHS owned a majority interest in Emerald Health
17 Pharmaceuticals ("EHP"), a life sciences company headquartered in San
18 Diego, California. As an officer and significant shareholder of EHS,
19 Dhillon enjoyed and exerted significant influence over EHP and served
20 as an EHP board member.

21 j. Coconspirator 1 was a resident of Beverly Hills and
22 Chief Executive Officer and cofounder of a Canadian company operating
23 out of Oregon, California, Nevada, and Canada (the "Canadian
24 Issuer").

25 k. Coconspirator 2 was a resident of Venice, California,
26 and the founder, Chief Executive Officer, and Chairperson of a
27 Delaware corporation with a principal place of business in Los
28 Angeles (the "Venice Issuer").

1 1. Coconspirator 3 was a resident Truckee, California,
2 and the founder and Chief Executive Officer of a Delaware Corporation
3 with a principal place of business in Miami, Florida (the "Miami
4 Issuer").

5 m. Coconspirator 4 was the Chief Executive Officer of an
6 investment platform (the "Investment Platform") with a principal
7 place of business in New York that aggregated, curated, and presented
8 securities and other investment opportunities to investors across the
9 United States, including Regulation-A offerings.

10 Promotion of the Issuers

11 n. Defendants MIKULA, FERNANDEZ, and BERI, along with
12 Coconspirator 1, Coconspirator 2, Coconspirator 3, Coconspirator 4,
13 Coconspirator Dhillon, and others, knew and understood that placement
14 in Palm Beach Venture provided issuers with a valuable avenue of
15 exposure to potential investors.

16 o. From in or around March 2019 through in or around
17 March 2021, EHP raised approximately \$60,000,000 in gross investment
18 proceeds through the sale of 10,422,776 shares pursuant to a sale of
19 securities offered under Regulation A of the Securities Act of 1933
20 ("EHP's offering"). Approximately \$32,500,000 of the funds raised
21 through EHP's offering resulted from Palm Beach Venture's promotion
22 of EHP.

23 p. Palm Beach Venture first promoted the Canadian Issuer
24 in February 2021 with a series of promotions that continued through
25 November 2021.

26 q. The Venice Issuer qualified to conduct a Regulation A
27 offering in or around March 2018 and made such an offering between in
28 or around March 2018 and in or around December 2022. Palm Beach

1 Venture promoted the Venice Issuer between in or around April 2020
2 and in or around August 2021. During the promotion period, the
3 Venice Issuer raised approximately \$20 million, with approximately at
4 least \$6 million in investment proceeds resulting from Palm Beach
5 Venture's promotion of the Venice Issuer.

6 r. The Miami Issuer first qualified to conduct a
7 Regulation A offering in or around July 2020 and offered securities
8 under that qualification thereafter in 2020 and 2021. Palm Beach
9 Venture promoted the Miami Issuer on or around September 8, 2020,
10 which promotion resulted in raising approximately \$30 million in
11 investor funds.

12 s. The Investment Platform collected percentages of funds
13 raised and securities offered through its platform.

14 B. OBJECT OF THE CONSPIRACY

15 2. Beginning no later than in or about December 2019, and
16 continuing through at least in or about September 2022, in Los
17 Angeles County, within the Central District of California, and
18 elsewhere, defendants MIKULA, FERNANDEZ, and BERI, and Coconspirator
19 1, Coconspirator 2, Coconspirator 3, Coconspirator 4, and
20 Coconspirator Dhillon, conspired with one another and others known
21 and unknown, knowingly and willfully, by the use of the means and
22 instruments of transportation and communication in interstate
23 commerce, to commit an offense against the United States, namely, to
24 publish, give publicity to, and circulate notices, circulars,
25 advertisements, articles, letters, investment services, and
26 communications which, though not purporting to offer securities for
27 sale, described such securities for a consideration received and to
28 be received, directly and indirectly, from issuers without fully

1 disclosing the receipt, whether past or prospective, of such
2 consideration and the amount thereof, in violation of Title 15,
3 United States Code, Sections 77q(b) and 77x.

4 C. MANNER AND MEANS OF THE CONSPIRACY

5 3. The object of the conspiracy was carried out, and was to be
6 carried out, in substance, as follows:

7 a. Knowing that placement within and promotion by Palm
8 Beach Venture permitted securities issuers to reach additional
9 investors and raise additional funds, and knowing that Palm Beach
10 Venture would make the materially misleading representation that
11 neither it "nor its affiliates receive compensation for bringing this
12 deal to you," defendant MIKULA would agree to write and place
13 articles and other promotional pieces regarding the securities of
14 specific issuers (the "Collusive Issuers") on the understanding and
15 agreement that such issuers and their associates would pay
16 undisclosed direct and indirect compensation to him, defendants
17 FERNANDEZ and BERI, and others.

18 b. To promote the conspiracy and disguise the source,
19 purpose, and nature of the illegal payments, defendants MIKULA and
20 BERI, along with Coconspirator 1, Coconspirator 2, Coconspirator 3,
21 Coconspirator 4, Coconspirator Dhillon, and others, would arrange for
22 defendant FERNANDEZ to receive direct compensation for both himself
23 and defendant MIKULA. Defendant FERNANDEZ would then transfer the
24 funds through a series of domestic and foreign bank accounts before
25 returning a portion of the funds to defendant MIKULA through nominee
26 bank transactions, cash withdrawals, disguised check payments and
27 wire transfers, and gifts, including luxury items such as a Range
28 Rover automobile.

1 c. Defendant FERNANDEZ would open, form, and operate a
2 series of domestic and foreign business entities and bank accounts
3 for the purpose of receiving the payments generated by the conspiracy
4 and concealing the nature, location, source, ownership, and control
5 of those payments. In exchange, defendant FERNANDEZ would take a
6 significant percentage -- sometimes half -- of these funds.

7 d. In exchange for defendant MIKULA's touting of
8 particular securities issuances through Palm Beach Venture, defendant
9 BERI, Coconspirator 2, Coconspirator 3, and others, would provide
10 defendants MIKULA and FERNANDEZ with undisclosed, indirect
11 compensation, including lavish meals, beverages, and entertainment.

12 4. As a result of the conspiracy, Coconspirator Dhillon,
13 Coconspirator 1, Coconspirator 2, Coconspirator 3, Coconspirator 4,
14 and others, raised tens of millions of dollars in investor funds
15 through securities offerings described and promoted by Palm Beach
16 Venture without required disclosures that such promotions had been
17 obtained through direct and indirect compensation to defendant
18 MIKULA.

19 5. As a result of the conspiracy, defendants MIKULA,
20 FERNANDEZ, and BERI and others received in the aggregate more than
21 \$4.2 million in undisclosed and misrepresented payments, as well as
22 hundreds of thousands of dollars of compensation in the form of
23 undisclosed entertainment and illicit services.

24 D. OVERT ACTS

25 6. In furtherance of the conspiracy and to accomplish its
26 object, on or about the following dates, defendants MIKULA,
27 FERNANDEZ, and BERI, along with Coconspirator 1, Coconspirator 2,
28 Coconspirator 3, Coconspirator 4, Coconspirator Dhillon, and others,

1 committed the following overt acts, among others, in the Central
2 District of California and elsewhere:

3 Overt Act No. 1: On December 11, 2019, defendants MIKULA,
4 BERI, and FERNANDEZ met in Las Vegas, Nevada, where defendant MIKULA
5 received undisclosed compensation in the form of entertainment and
6 discussed the possibility of future undisclosed monetary payments for
7 promoting issuers including EHP.

8 Overt Act No. 2: On January 14, 2020, in an electronic
9 communication, defendant BERI told Coconspirator Dhillon, "I spoke to
10 [defendant MIKULA] at 1pm and I can guarantee some things if you can
11 look after him, which I told him you can," to which Coconspirator
12 Dhillon responded, "Call when you can."

13 Overt Act No. 3: On January 22, 2020, in an electronic
14 communication, Coconspirator Dhillon informed Coconspirator 2, "All
15 good on our end hope [sic] same."

16 Overt Act No. 4: On March 2, 2020, defendant MIKULA caused
17 Palm Beach Venture to publish a "Note" touting EHP titled, "Curing
18 Incurable Diseases and Giving Us Over 4,900% Potential Gains," which
19 falsely stated, "[n]either the [Subscription Newsletter] nor its
20 affiliates receive compensation for bringing this deal to you. As
21 publishers of financial information, we make general recommendations
22 based on our own analysis."

23 Overt Act No. 5: On March 6, 2020, defendants MIKULA and BERI
24 met with Coconspirator Dhillon at a West Hollywood restaurant to
25 discuss the parameters of payment by EHP for Palm Beach Venture's
26 promotion of EHP.

27 Overt Act No. 6: On March 10, 2020, in an electronic
28 communication with Coconspirator 2, Coconspirator Dhillon said he

1 would "nudge" an EHP executive who had failed to resume negotiations
2 regarding payments in furtherance of the conspiracy.

3 Overt Act No. 7: On March 10, 2020, in an electronic
4 communication, defendant BERI informed Coconspirator Dhillon that he
5 had received an email from the EHP executive but complained that it
6 was "very vague with no mention of shares or the initial \$100k
7 invoice," adding, "I don't want you to miss out on the promo spot as
8 everyone is fighting over it. I've had our friend ask about this
9 twice since Sunday."

10 Overt Act No. 8: In April 2020, defendant MIKULA directed
11 defendant BERI to instruct Coconspirator 2 to enter into a sham
12 consulting agreement for "marketing services" with the Venice Issuer,
13 which in fact would pay defendants MIKULA, FERNANDEZ, and BERI and
14 others disguised compensation for Palm Beach Venture's promotion of
15 the Venice Issuer's Regulation A offering.

16 Overt Act No. 9: On April 3 and 4, 2020, in a series of
17 electronic communications, defendant BERI asked Coconspirator 2
18 whether Coconspirator 2 had received the sham consulting agreement
19 and requested that Coconspirator 2 review it.

20 Overt Act No. 10: On April 6, 2020, defendant MIKULA caused
21 Palm Beach Venture to promote the Venice Issuer's Regulation A
22 offering.

23 Overt Act No. 11: On June 3, 2020, EHP entered into a sham
24 consulting agreement for the benefit of defendant BERI but nominally
25 in the name of defendant BERI's brother.

26 Overt Act No. 12: On July 31, 2020, EHP entered into a sham
27 consulting agreement with defendant BERI.

28

1 Overt Act No. 13: Between September 3, 2020, and October 16,
2 2020, the Venice Issuer paid \$150,000 to a Canadian entity ("Canadian
3 Entity 1"), which functioned as a financial intermediary between
4 Coconspirator 1 and defendants FERNANDEZ and MIKULA.

5 Overt Act No. 14: On December 7, 2020, EHP wired \$500,000 to a
6 bank account controlled by defendant BERI to disguise defendant
7 MIKULA's receipt of payment for promoting EHP's Regulation A
8 offering.

9 Overt Act No. 15: On December 7, 2020, defendant BERI wired
10 \$185,000 from a United States bank account into a Mexican bank
11 account controlled by defendant FERNANDEZ to disguise defendant
12 MIKULA's receipt of consideration in connection with EHP's Regulation
13 A offering.

14 Overt Act No. 16: On December 8, 2020, defendant FERNANDEZ
15 caused a Mexican shell company under his control to transmit
16 approximately \$173,841 of the payments received from defendant BERI
17 the prior day into his personal Wells Fargo account in the United
18 States.

19 Overt Act No. 17: On February 11, 2021, defendant BERI gave
20 \$2,500 in cash to defendant FERNANDEZ for the purpose of compensating
21 defendant MIKULA for the promotion of EHP's Regulation A offering.

22 Overt Act No. 18: On February 17, 2021, defendant BERI wired
23 \$30,000 to a Mexican bank account, which funds reflected payments to
24 defendants FERNANDEZ and MIKULA as consideration in connection with
25 Palm Beach Venture's promotion of the Canadian Issuer's Regulation A
26 offering.

27 Overt Act No. 19: On February 19, 2021, defendant FERNANDEZ
28 caused a Mexican shell company under his control to wire

1 approximately \$28,141 of the proceeds defendant BERI had transmitted
2 two days prior into defendant FERNANDEZ's personal Wells Fargo
3 account in the United States.

4 Overt Act No. 20: On April 1, 2021, defendant FERNANDEZ sent
5 Coconspirator 3 an "invoice" in the amount of \$75,000 "for services
6 pursuant to section 3 of the consulting agreement between BlueRock
7 Consulting Inc. and [the Miami Issuer]," which in fact reflected
8 payment to defendants FERNANDEZ and MIKULA for Palm Beach Venture's
9 promotion of the Miami Issuer's Regulation A offering.

10 Overt Act No. 21: On April 6, 2021, in an electronic
11 communication to defendant FERNANDEZ and others, Coconspirator 3
12 requested that the Miami Issuer "please expedite" payment of the
13 \$75,000 invoice because "[t]his vendor is instrumental in our
14 fundraising."

15 Overt Act No. 22: On April 9, 2021, the Miami Issuer wired
16 \$75,000 to a Canadian entity ("Canadian Entity 2"), which funds
17 reflected payments to defendants FERNANDEZ and MIKULA for defendant
18 MIKULA's promotion of the Miami Issuer.

19 Overt Act No. 23: On June 7, 2021, in an electronic
20 communication, Coconspirator 4 sent defendant FERNANDEZ a spreadsheet
21 listing entities for which defendant FERNANDEZ would document sham
22 copyrighting activity to conceal Coconspirator 4's payments for
23 defendant MIKULA's promotional activity on behalf of the Investment
24 Platform.

25 Overt Act No. 24: On July 1, 2021, in an electronic
26 communication, defendant FERNANDEZ sent an invoice for \$335,000 to
27 Coconspirator 4 that purported to be for "[f]ees for services
28 rendered pursuant to the services agreement," when in fact it

1 reflected an agreement to pay undisclosed compensation in exchange
2 for defendant MIKULA's promotion of an issuer on the Investment
3 Platform.

4 Overt Act No. 25: On July 26, 2021, a Canadian entity
5 associated with defendants MIKULA and FERNANDEZ disbursed
6 approximately \$100,000 falsely characterized as a "dividend" to a
7 Mexican bank account controlled by defendant FERNANDEZ, which payment
8 reflected undisclosed compensation for the Regulation A promotion of
9 the Miami Issuer.

10 Overt Act No. 26: On September 28, 2021, defendant FERNANDEZ
11 sent an invoice for \$265,000 to Coconspirator 4 requesting payment
12 for defendant MIKULA's promotion of an issuer affiliated with the
13 Investment Platform.

14 Overt Act No. 27: On August 16, 2022, defendant FERNANDEZ sent
15 an invoice for \$125,000 to Coconspirator 4 requesting payment for
16 defendant MIKULA's promotion of an issuer affiliated with the
17 Investment Platform.

COUNT TWO

[15 U.S.C. §§ 77q(b), 77x; 18 U.S.C. § 2(b)]

[DEFENDANT MIKULA]

7. The United States Attorney realleges paragraphs 1 and 3 through 6 of this Information here.

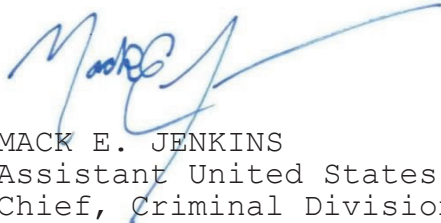
8. On or about March 2, 2020, in Los Angeles County, within the Central District of California, and elsewhere, defendant MIKULA, knowingly and willfully, by the use of the means and instruments of transportation and communication in interstate commerce, published, gave publicity to, and circulated, and caused to be published, given publicity to, and circulated, a circular, advertisement, article, letter, investment service and communication, namely, an article by Palm Beach Venture touting EHP titled, "Curing Incurable Diseases and Giving Us Over 4,900% Potential Gains," which, although not purporting to offer a security for sale, described such security for consideration received and to be received, directly and indirectly,

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1 from an issuer, namely, EHP, without fully disclosing the receipt,
2 past and prospective, of such consideration and the amount thereof.

3
4 E. MARTIN ESTRADA
5 United States Attorney

6 
7 MACK E. JENKINS
8 Assistant United States Attorney
9 Chief, Criminal Division

10 BRETT A. SAGEL
11 Assistant United States Attorney
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18 ADAM P. SCHLEIFER
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