

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Body and Mind Inc. (the "Issuer").	BAMM
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Date: May 16, 2019

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 72,698,584

Pricing

Date of news release announcing proposed issuance: April 30, 2019.

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: \$2.20.

Closing

Number of securities to be issued: Up to 8,000,000 Units at a price of \$1.25 per Unit and an additional Agents' Option to sell up to an additional 8,000,000 Units at a price of \$1.25 Unit to the Agents for an aggregate 16,000,000 Units at a price of \$1.25 per Unit.

Issued and outstanding securities following issuance: up to 88,698,584 common shares.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
To follow			
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

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Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
To Follow							

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: Up to \$20,000,000, if the Agents (as defined in section 8 below) exercise the Agents' Option in full (such term is defined in section 10 below).
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. The net proceeds will be used by the Issuer for expanding production capacity, building out dispensaries, expansion of operations and for working capital and general corporate purposes.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. N/A
5. Description of securities to be issued:
 - (a) Class: Units. Each Unit consists of one common share of the Issuer (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant being exercisable to acquire one common share in the capital of the Issuer (a "Warrant Share") at an exercise price of \$1.50 per Warrant Share.
 - (b) Number: Up to 8,000,000 Units. If the Agents exercise the Agents' Option in full, the Offering will increase from 8,000,000 Units to 16,000,000 Units.

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- (c) Price per security: \$1.25 per Unit.
- (d) Voting rights: Each Share and Share on exercise of any convertible securities is entitled to one vote.

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

- (a) Number: 8,000,000 Warrants. If the Agents exercise the Agents' Option in full, the total number of Warrants will increase to 16,000,000 Warrants.
- (b) Number of securities eligible to be purchased on exercise of warrants (or options): Up to 16,000,000 common shares of the Issuer (the "Warrant Shares").
- (c) Exercise price: \$1.50 per Warrant Share.
- (d) Expiry date: 48 months following the Closing Date.

7. Provide the following information if debt securities are to be issued: N/A

- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

M Partners Inc. (the "Lead Agent")
70 York Street, Suite 1500, Toronto, ON M5J 1S9

PI Financial Corp. (the "Co-Lead Agent")
3401- 40 King Street West, Toronto, ON M5H 3Y2

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- (b) Cash: \$75,000 Work Fee to Lead Agent plus HST and a cash commission equal to 7.5% of the aggregate gross proceeds of the Offering to the Lead Agent and Co-Lead Agent (collectively, the “Agents”), provided that the Agents shall be entitled to only 1% of the aggregate gross proceeds from president’s list subscribers subject to the cap described in Section 10.
- (c) Securities: Warrants (the “Agents Warrants”) entitling the Agents to purchase such number of units of the Issuer on the same terms as the Offering (the “Agents Units”) equal to 7.5% of the total number of Units issued in the Offering for a period of 48 months following the Closing Date. The Agents shall be entitled only to Agent Warrants equal to 1% of the Offered Units sold to president’s list subscribers.
- (d) Other: N/A
- (e) Expiry date of any options, warrants etc.: 48 months from the closing date.
- (f) Exercise price of any options, warrants: \$1.50.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: N/A.
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
- The reduced cash commission and number of Agents Warrants in respect of the president’s list subscribers shall apply in respect of up to \$4,000,000 of the offered Units. In respect of any Units sold to president’s list subscribers in excess of such \$4,000,000 cap, the Agents shall be entitled to a cash commission of 7.5% of the aggregate proceeds of such offered Units and Agent Warrants equal to 7.5% of the total number of such offered Units. The Agents will have the option to increase the size of the Offering by up to an additional \$10,000,000 in Units, exercisable upon written notice given by the Lead Agent to the Issuer not less than three (3) business days prior to the Closing Date.
11. State whether the private placement will result in a change of control.
- No.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A

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13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: N/A

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments: N/A

- (a) Total aggregate consideration in Canadian dollars: _____ .
- (b) Cash: _____ .
- (c) Securities (including options, warrants etc.) and dollar value: _____ .
- (d) Other: _____ .
- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). N/A

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
- _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): N/A

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____

_____ .

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A _____
- _____
- _____

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10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A _____

_____.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: May 15, 2019.

Darren Tindale
Name of Director or Senior
Officer

/s/ Darren Tindale
Signature

Chief Financial Officer
Official Capacity

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Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.

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