

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

August 15, 2018

Date of Report (Date of earliest event reported)

BODY AND MIND INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-55940

(Commission
File Number)

98-1319227

(IRS Employer
Identification No.)

750 – 1095 West Pender Street
Vancouver, British Columbia, Canada

(Address of principal executive offices)

V6E 2M6

(Zip Code)

(604) 376-3567

Registrant's telephone number, including area code

Not applicable.

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

On September 19, 2018, Body and Mind Inc. (the “Company”) issued a news release announcing that the Company, through its subsidiary, Nevada Medical Group LLC (“NMG”), and its strategic in-state investment partners received notification that the State of Ohio awarded a medical cannabis production license to NMG Ohio, LLC (“NMG Ohio”). The Company’s subsidiary, NMG, currently maintains a 30% ownership interest in NMG Ohio.

A copy of the news release is attached as Exhibit 99.1 hereto.

Item 8.01 Other Events

On August 15, 2018, the Company issued a news release announcing the completion of its Phase II cultivation expansion on its facility located in Las Vegas, Nevada, and that cultivation has commenced in the newly renovated areas and has provided the Company with enough operation spade to add approximately 40% additional high pressure sodium lights to its facility.

A copy of the news release is attached as Exhibit 99.2 hereto.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

Not applicable.

(b) Pro forma Financial Information

Not applicable.

(c) Shell Company Transaction

Not applicable.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>99.1</u>	<u>News Release dated September 19, 2018.</u>
<u>99.2</u>	<u>News Release dated August 15, 2018.</u>

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.

BODY AND MIND INC.

DATE: September 19, 2018

By: /s/ Darren Tindale

Darren Tindale
Chief Financial Officer

**NEWS RELEASE – For Immediate Distribution****Body and Mind Inc. (“BaM”) Obtains Ownership Interest in Ohio Medical Cannabis Production License**

VANCOUVER, B.C., CANADA (September 19, 2018) – Body and Mind Inc. (CSE: BAMB, US OTC: BMMJ), (the “Company” or “BaM”) is pleased to announce the Company and its strategic in-state investment partners received notification that the State of Ohio awarded a medical cannabis production license to NMG, Ohio LLC (“NMG Ohio”, “Applicant”). The Company's subsidiary, Nevada Medical Group LLC (“NMG”) currently maintains a 30% ownership interest in NMG Ohio.

On June 7, 2018, the Company announced NMG Ohio was also awarded a medical cannabis dispensary license. Together, these recently awarded production and dispensary licenses in Ohio advance the Company’s vision towards vertically integrated operations in Nevada and Ohio.

Ohio Medical Cannabis Dispensary and Production License Highlights:

- NMG Ohio obtained 1 of only 12 Ohio medical cannabis production licenses awarded to date. Ohio has a population of approximately 11.5 Million.
- NMG Ohio obtained 1 of only 56 Ohio medical cannabis dispensary licenses awarded to date. Development for the dispensary in Elyria, Lorain County has commenced.
- NMG is currently in negotiations with other members of NMG Ohio to increase its ownership interest, however, there can be no guarantee that the NMG will be successful in increasing its ownership in NMG Ohio above 30%.
- Location of production license is in the city of Huron, Erie County, Ohio, approximately 27 miles from the dispensary license in Elyria, Lorain County, Ohio.
- To date, less than five cultivation operations in Ohio have been awarded production licenses creating a significant opportunity for partnerships with cultivators.
- Ohio production facility will be replicated using NMG’s operational history and experience.
- NMG anticipates executing management agreements to operate the NMG Ohio production and dispensary facilities.
- State of Ohio received 104 medical cannabis production license applications.
- First-mover position in Ohio provides the Company with the ability to expediently expand its premium Body and Mind brand and products to an additional state.
- Body and Mind branded products including cannabis-infused edibles, creams, vape pens, cartridges and other non smokable medical delivery offerings are anticipated to be sold through local dispensaries.

Robert Hasman, Director of BAM, stated "The combination of production and retail operations advances our strategy for vertical integration in Ohio. Through successful low cost application processes we have grown the company into new markets while retaining a tight share structure. Our group is actively pursuing opportunities with cultivation licensees to bring Body and Mind cultivation experience and best practices for a fully vertically integrated opportunity. We are very pleased with our group being awarded one of the limited production licenses in Ohio which confirms the skill and commitment of our team."

The Ohio medical marijuana program provides access to medical cannabis products such as edibles, oils, patches and vaporizers to authorized and approved patients having one or more of 21 medical conditions. Medical marijuana patients and their caregivers will be required to register with the Ohio Board of Pharmacy to receive patient identification cards necessary to buy medical marijuana from licensed dispensaries. Patients and their caregivers will be allowed to possess up to a 90-day supply.

In addition to the license award described herein, the Company has applied for and was previously denied an application for a cultivation license in Ohio. The Company is currently assessing whether to appeal the Ohio cultivation license application which was previously denied. A number of unsuccessful Ohio cultivation license applicants have appealed the decision based on a perceived flawed scoring system by the State regulator in determining the award of cultivation licenses. There can be no assurances that the Company will be successful regarding any potential appeal.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information regarding Body and Mind Inc. please contact:

Michael Mills
778-389-0007
mmills@bammarijuana.com

About Body and Mind

Body and Mind is a publicly traded company investing in high quality medical and recreational cannabis cultivation and production and retail. Our wholly owned Nevada subsidiary was awarded one of the first medical marijuana cultivation licences and holds cultivation and production licenses. Body and Mind products include dried flower, edibles, topicals, extracts as well as GPEN Gio cartridges. Body and Mind marijuana strains have won numerous awards including the Las Vegas Hempfest Cup 2016, High Times Top Ten, the NorCal Secret Cup and the Emerald Cup. Body and Mind continues to expand operations in Nevada and Ohio and is constantly reviewing accretive expansion opportunities.

For more information please visit our web site at www.bammarijuana.com

Notice regarding Forward Looking Statements: *This news release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statement address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this news release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including the inability of the Company to obtain shareholder and exchange approval, or to raise additional equity as well as the various risk factors discussed in the Company's disclosure documents, which can be found under the Company's profile on www.sedar.com. Body and Mind Inc. undertakes no obligation to update publicly or revise any forward looking information, whether as a result of new information, future events or otherwise, except as required by law or the Canadian Securities Exchange. We seek safe harbour.*



NEWS RELEASE – For Immediate Distribution

Body and Mind Inc. (“BAM”) Completes Nevada Facility Expansion and Initiates Ohio Construction

VANCOUVER, B.C., CANADA (August 15, 2018) – Body and Mind Inc. (CSE: BAMB, US OTC: BMMJ), (the “Company” or “BAM”) announces the completion of its Phase II cultivation expansion on its facility located in Las Vegas, Nevada. Cultivation has commenced in the newly renovated areas and has provided the Company with enough operational space to add approximately 40% additional high pressure sodium lights to its facility.

The company initiated its Phase II expansion plans in early 2018 and has completed the cultivation expansion on time and on budget. Clones were prepared in advance of final approvals from the State of Nevada and the clones have been moved into the new Phase II cultivation space. The new grow space includes an automated micro dose watering system and proprietary HVAC and control systems. The newly renovated areas have been prepared for a carbon dioxide delivery and control system which will be activated following state inspection. Clones for the new grow areas include strains of GG4, True Power and Sequoia Strawberry.

Robert Hasman, BAM director commented, “We are excited to be growing in the new expansion space and have initiated a perpetual harvest system which is expected to deliver a more consistent harvest schedule. Our fully funded expansion will increase cultivation with a positive impact to our future production and revenues. The new processing areas were designed for growth as we continue to expand our popular Body and Mind brand product offerings.”

The Phase II renovations also included work to expand production space, trim area, dry room and packaging areas. The areas are now complete and include recently installed packaging and processing equipment. The improved layout and automation process is anticipated to increase efficiency of packaging Body and Mind brand edibles, oils, shatter, topicals and pre-rolled products.

The State of Nevada anticipates annual taxable sales of all cannabis and cannabis related products to exceed USD \$500 Million in its first year of authorizing sales of both medical and adult-use cannabis products. The State of Nevada sales numbers continue to increase and the net state tax revenue for June 2018 is anticipated to be approximately USD \$70 Million.

Ohio Dispensary

Body and Mind Inc. and its strategic in-state investment partners are rapidly moving forward with construction and state approvals for the recently awarded dispensary in Elyria, Lorain County, Northeastern Ohio. (see news release dated June 7, 2018). A demolition permit has been awarded and the interior of the building is progressing to prepare for renovations.

Architect drawings for the new interior are complete and have been submitted to local and state authorities for construction approval. The Ohio state authority has approved various advertising and marketing materials and the Company is working to engage and educate local patients during the construction phase.

The Ohio medical marijuana program provides access to medical cannabis products such as edibles, oils, patches and vaporizers to authorized and approved patients having one or more of 21 medical conditions. Medical marijuana patients and their caregivers will be required to register with the Ohio Board of Pharmacy to receive patient identification cards necessary to buy medical marijuana from licensed dispensaries. Patients and their caregivers will be allowed to possess up to a 90-day supply.

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