

FORM 13-502F3C
CLASS 3C REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer Name: Body and Mind Inc.

End date of last completed fiscal year: July 31/2018

End date of reference fiscal year: July 31/2018

(A reporting issuer's reference fiscal year is the reporting issuer's last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year and, if it became a reporting issuer in that year as a consequence of a prospectus receipt, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year. In any other case, it is the reporting issuer's last completed fiscal year.)

Section 2.10 of the Rule requires Class 3C reporting issuers to calculate their market capitalization in accordance with section 2.7 of the Rule.

Market value of listed or quoted securities:

Total number of securities of a class or series outstanding as at the end of the issuer's reference fiscal year 47,774,817(i)

Simple average of the closing price of that class or series as of the last trading day of each month of the reference fiscal year, computed with reference to clauses 2.7(1)(a)(ii)(A) and (B) and subsection 2.7(2) of the Rule 0.62 (ii)

Market value of the class or series (i) X (ii) = 29,620,387 (A)

(Repeat the above calculation for each other class or series of securities of the reporting issuer that was listed or quoted on a marketplace in Canada or the United States of America at the end of the reference fiscal year) _____ (B)

Market value of other securities not valued at the end of any trading day in a month: _____ (C)

(See paragraph 2.7(1)(b) of the Rule)
(Provide details of how value was determined)

(Repeat for each other class or series of securities to which paragraph 2.7(1)(b) of the Rule applies) _____ (D)

Capitalization for the reference fiscal year
(Add market value of all classes and series of securities) (A) + (B) + (C) + (D) = 29,620,387

Participation Fee (determined without reference to subsections 2.2(3.1) of the Rule)

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

92,590 (E)

Did the issuer become a reporting issuer in the previous fiscal year as a result of a prospectus receipt? If no, participation fee equals (E) amount above

_____ (E)

If yes, prorate (E) amount as calculated in subsection 2.2(3.1) of the Rule to determine participation fee.

_____ (F)

Late Fee, if applicable

(As determined under section 2.5 of the Rule)

Note by OSC staff: In the official version of fee rule amendments made by the Commission in December 2012, the first reference to “(E)” in this Form was placed on the wrong line. This is contrary to the calculation of the participation fee provided by subsection 2.2(1) and section 2.10 of the Rule. In this unofficial version of the Rule, this mistake has been corrected by simply deleting this reference and adding it to the line immediately below. This correction does not have any legal effect – since a Form does not override clear provisions of the main body of a Rule – but does clarify the calculation in Form 13-502F3C of the participation fee for Class 3C reporting issuers.