

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

October 15, 2019

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)

(800) 361-6312

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.

SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On October 15, 2019, Scott Dowty resigned as a director of Body and Mind Inc. (the “Company”) and voluntarily surrendered any stock options granted to him for cancellation by the Company.

Effective October 16, 2019, the Board of Directors appointed Brent Reuter as a director of the Company. In addition, the Board of Directors also appointed Mr. Reuter as a member of the Company’s audit committee as well as a member and the chairman of the Company’s compensation committee.

As a result, the Company’s current directors and officers are as follows:

<u>Name</u>	<u>Position</u>
Michael Mills	President and Interim Chief Executive Officer
Dong Shim	Chief Financial Officer and Director
Robert Hasman	Director
Kevin Hooks	Director
Brent Reuter	Director
David Wenger	Director
Stephen ‘Trip’ Hoffman	Chief Operating Officer
Darren Tindale	Corporate Secretary

Brent Reuter (age 51) Mr. Reuter has deep experience driving new revenue growth and managing businesses in the banking and investment sectors, most recently as principal investor relations for Onex Corp., a private equity firm, vice-president of asset management for Canadian Imperial Bank of Commerce and as managing director at Royal Bank of Canada with roles in Hong Kong and New York. In these roles, he built high-value client and strategic partnerships, recruited and developed sales teams, and implemented and executed high-impact revenue coverage models. In addition, Mr. Reuter is the senior vice-president of investor relations and strategy of Australis Capital Inc. Mr. Reuter obtained a Bachelor of Business Administration from Lakehead University in Thunder Bay, Ontario in 1990.

Mr. Reuter is appointed as a director nominee of Australis Capital Inc. (“Australis”) pursuant to the Investment Agreement between Australis and the Company, dated Oct. 30, 2018, whereby as long as Australis owns at least 10% of the issued and outstanding common shares of the Company, Australis is entitled to nominate one (1) director to the Board of Directors of the Company.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective October 16, 2019, the Board of Directors approved an amendment to the Amended and Restated Bylaws of the Company (the "Bylaws") in order to:

- (i) provide that the annual meeting of stockholders is to be held each year within seven months after the end of the fiscal year instead of three months in order to allow sufficient time for the audited financial statements and annual report on Form 10-K to be prepared and available for the Corporation's stockholders at the annual meeting of stockholders; and
- (ii) reduce the quorum requirement from stockholders representing a majority of the shares entitled to vote in attendance at any meeting of stockholders to stockholders representing ten (10) percent of the shares entitled to vote in attendance at any meeting of stockholders.

Therefore, the Board of Directors amended the Bylaws as follows:

- (i) Deleting in its entirety Section 1 of Article IV. Stockholders' Meetings of the Bylaws and replacing it with the following:

"Section 1. Annual Meetings. The annual meeting of the stockholders for the election of Directors and for the transaction of such other business as may properly come before the meeting, shall be held each year within seven months after the end of the fiscal year, or at such other time as the Board of Directors or stockholders shall direct; provided, however, that the annual meeting for any year shall be held at no later than thirteen (13) months after the last preceding annual meeting of stockholders."

- (ii) Deleting in its entirety Section 7(a) of Article IV. Stockholders' Meetings of the Bylaws and replacing it with the following:

"(a) Stockholders representing ten (10) percent of the shares entitled to vote in attendance at any meeting of stockholders, shall constitute a quorum for the transaction of business at such meeting, unless otherwise specifically provided by these Bylaws or applicable law. When a specified item of business is required to be voted on by a class or series of stock, ten (10) percent of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. Attendance shall be either in person, by proxy, or by telephonic or radio connection whereby the distant stockholder and those stockholders present in person all hear and may speak to and be heard on the matters raised therein."

SECTION 7 – REGULATION FD

Item 7.01 Regulation FD Disclosure

On October 21, 2019, Body and Mind Inc. (the “Company”) issued a news release announcing that Brent Reuter has been appointed to the Board of Directors as Australis Capital Inc.’s nominee on the Board of Directors and replaces Scott Dowty who has resigned from the Board of Directors.

Mr. Reuter is the senior vice-president of investor relations and strategy for Australis Capital Inc. and has a long track record of experience driving new revenue growth and managing businesses in the banking and investment sectors. Mr. Reuter has held positions as principal investor relations for Onex Corp., a private equity firm, vice-president of asset management for Canadian Imperial Bank of Commerce and as managing director at Royal Bank of Canada with roles in Hong Kong and New York. In these roles, he built high-value client and strategic partnerships, recruited and developed sales teams, and implemented and executed high-impact revenue coverage models.

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

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

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

Exhibit	Description
99.1	News Release dated October 21, 2019.

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: October 21, 2019

By: */s/ Dong Shim*

Dong Shim
CFO and Director



NEWS RELEASE – For Immediate Distribution

Body and Mind Appoints Brent Reuter to Board of Directors

VANCOUVER, B.C., CANADA (October 21, 2019) – Body and Mind Inc. (CSE: BAMB, OTCQB: BMMJ) (the “Company” or “BaM”) a multi-state operator is pleased to announce that Brent Reuter has been appointed to the Board of Directors as Australis Capital Inc.’s nominee on the Board of Directors and replaces Scott Dowty who has resigned from the Board of Directors.

Mr. Reuter is the senior vice-president of investor relations and strategy for Australis Capital Inc. and has a long track record of experience driving new revenue growth and managing businesses in the banking and investment sectors. Mr. Reuter has held positions as principal investor relations for Onex Corp., a private equity firm, vice-president of asset management for Canadian Imperial Bank of Commerce and as managing director at Royal Bank of Canada with roles in Hong Kong and New York. In these roles, he built high-value client and strategic partnerships, recruited and developed sales teams, and implemented and executed high-impact revenue coverage models.

“I’m excited to have Brent bring his significant banking and capital markets experience to our board as we continue to expand our operations,” stated Michael Mills, President and interim Chief Executive Officer of BaM.

“I’m thrilled to join the Body and Mind board of directors at this pivotal time in the US Cannabis space,” said Mr. Reuter. “The opportunity in the industry is compelling and I look forward to working with a group with a strong track record and recognized lifestyle brand.”

“On behalf of the directors, officers and shareholders of Body and Mind, I would like to extend our appreciation to Mr. Dowty for his numerous contributions to grow the Company,” stated Mr. Mills. “Scott and the team at Australis have helped accelerate the Body and Mind growth strategy to expand the footprint of the organization and we look forward to their continued support as the Company executes on its multiple fully funded facility construction projects.”

About Body and Mind Inc

BaM is a well capitalized publicly traded company investing in high quality medical and recreational cannabis cultivation, production and retail. Body and Mind has a strategic investment by Australis Capital Inc. Our wholly owned Nevada subsidiary was awarded one of the first medical marijuana cultivation licenses and holds cultivation and production licenses. BaM products include dried flower, edibles, oils and extracts as well as GPEN Gio cartridges and Lucid Mood offerings. BaM cannabis strains have won numerous awards including the 2019 Las Vegas Weekly Bud Bracket, Las Vegas Hempfest Cup 2016, High Times Top Ten, the NorCal Secret Cup and the Emerald Cup.

BaM continues to expand operations in Nevada, California, Arkansas and Ohio and is dedicated to increasing shareholder value by focusing time and resources on improving operational efficiencies, facility expansions, state licensing opportunities as well as mergers and acquisitions.

Please visit www.bamcannabis.com for more information.

Instagram: @bodyandmindBaM

Twitter : @bodyandmindBaM

For further information, please contact:

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

Safe Harbor Statement

Except for the statements of historical fact contained herein, the information presented in this news release constitutes "forward-looking statements" as such term is used in applicable United States and Canadian laws. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any other statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans, "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and should be viewed as "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and other factors include, among others, the actual results of activities, variations in the underlying assumptions associated with the estimation of activities, the availability of capital to fund programs and the resulting dilution caused by the raising of capital through the sale of shares, accidents, labor disputes and other risks. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release and in any document referred to in this news release.

Certain matters discussed in this news release and oral statements made from time to time by representatives of the Company may constitute forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be achieved. Forward-looking information is subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected. Many of these factors are beyond the Company's ability to control or predict. Important factors that may cause actual results to differ materially and that could impact the Company and the statements contained in this news release can be found in the Company's filings with the Securities and Exchange Commission. The Company assumes no obligation to update or supplement any forward-looking statements whether as a result of new information, future events or otherwise. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities.
