

BODY AND MIND INC.
1095 WEST PENDER STREET, SUITE 750
VANCOUVER, BC V6E 2M6
CANADA

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on January 22, 2020. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on January 22, 2020. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E84038-P29498

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

BODY AND MIND INC.

The Board of Directors recommends you vote FOR the following proposals:

1. To elect the following as directors:

Nominees:

	For	Withhold
1a. Robert Hasman	<input type="checkbox"/>	<input type="checkbox"/>
1b. Brent Reuter	<input type="checkbox"/>	<input type="checkbox"/>
1c. David Wenger	<input type="checkbox"/>	<input type="checkbox"/>
1d. Michael Mills	<input type="checkbox"/>	<input type="checkbox"/>
1e. Dong Shim	<input type="checkbox"/>	<input type="checkbox"/>

For Against Abstain

2. To ratify the appointment of Dale Matheson Carr-Hilton Labonte, Chartered Professional Accountants, as the Company's independent registered public accounting firm.

For Against Abstain

3. To approve the Company's 2012 Incentive Stock Option Plan, being a maximum 10% rolling plan, for continuation, as more particularly described in the accompanying Schedule 14A - Proxy Statement.

4. To approve, on a non-binding advisory basis, the compensation of our named executive officers, as more particularly described in the accompanying Schedule 14A - Proxy Statement.

For Against Abstain

The Board of Directors recommends you vote 1 year on the following proposal:

1 Year 2 Years 3 Years Abstain

5. To approve, on a non-binding advisory basis, the frequency of executive compensation votes.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

E84039-P29498

**BODY AND MIND INC.
Annual Meeting of Stockholders
January 23, 2020 10:00 AM Pacific Time
This proxy is solicited by the Board of Directors**

The undersigned stockholder of the Company hereby appoints Mr. Michael Mills, the President and CEO of the Company, or failing him, Mr. Dong Shim, the Chief Financial Officer of the Company, or failing him, _____, as proxyholder for and on behalf of the stockholder with full power of substitution, to represent and vote as designated on the reverse side, all shares of common stock of Body and Mind Inc. held of record by the undersigned on November 27, 2019, at the Annual Meeting of Stockholders to be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E4N7 on Thursday, January 23, 2020 at 10:00 AM (Pacific Time) or any adjournment or postponement thereof.

The Board of Directors recommends a vote "For" the Election of Directors and "For" Proposals 2, 3 and 4 and a vote of "1 Year" on Proposal 5. Please sign, date and return promptly.

Continued and to be signed on reverse side