

**BODY AND MIND INC.**

Suite 750, 1095 West Pender Street, Vancouver, British Columbia, Canada V6E 2M6

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be held on January 23, 2020**

Dear Stockholder:

The annual meeting of stockholders (the “**Annual Meeting**”) of **Body and Mind Inc.** (the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7, on January 23, 2020, at 10:00 a.m. (Vancouver time). At the Annual Meeting stockholders will be asked to:

1. elect David Wenger, Robert Hasman, Brent Reuter, Michael Mills and Dong Shim to act as directors of the Company;
2. ratify the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the Company’s independent registered public accounting firm for the fiscal year ending July 31, 2020;
3. approve continuation of the Company’s 2012 Incentive Stock Option Plan;
4. approve, on a non-binding advisory basis, the compensation of our named executive officers;
5. approve, on a non-binding advisory basis, the frequency of executive compensation votes; and
6. transact any other business properly brought before the Annual Meeting or any adjournment thereof.

On or about December 10, 2019, the Company mailed to all stockholders of record, as of November 27, 2019, a Notice of Internet Availability of Proxy Materials (the “**Notice**”). Please carefully review the Notice for information on how to access the Notice of Annual Meeting, Proxy Statement, Proxy Card and our Annual Report on Form 10-K for the fiscal year ended July 31, 2019 (the “**Annual Report on Form 10-K**”), on [www.proxyvote.com](http://www.proxyvote.com), in addition to instructions on how you may request to receive a paper or email copy of these documents. There is no charge to you for requesting a paper copy of these documents. Our Annual Report on Form 10-K, including financial statements for such period, does not constitute any part of the material for the solicitation of proxies.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. **Only stockholders of record of the Company’s common stock at the close of business on November 27, 2019, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.**

It is important that your shares be represented and voted at the Annual Meeting. If you are the registered holder of the Company’s common stock, you can vote your shares by completing and returning the enclosed proxy card, even if you plan to attend the Annual Meeting. You may vote your shares of common stock in person even if you previously returned a proxy card. Please note, however, that if your

shares of common stock are held of record by a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee. Please carefully review the instructions on the proxy card or the information forwarded by your broker, bank or other nominee regarding voting instructions.

If you are planning to attend the Annual Meeting in person, you will be asked to register before entering the Annual Meeting. **All attendees will be required to present government-issued photo identification** (e.g., driver's license or passport) to enter the Annual Meeting. If you are a stockholder of record, your ownership of the Company's common stock will be verified against the list of stockholders of record as of November 27, 2019, prior to being admitted to the Annual Meeting. **If you are not a stockholder of record and hold your shares of common stock in "street name" (that is, your shares of common stock are held in a brokerage account or by a bank or other nominee), you must also provide proof of beneficial ownership as of November 27, 2019, such as your most recent account statement prior to November 27, 2019, and a copy of the voting instruction card provided by your broker, bank or nominee or similar evidence of ownership.**

By Order of the Board of Directors

**BODY AND MIND INC.**

/s/ Michael Mills

Michael Mills

President and Interim Chief Executive Officer

Dated: December 10, 2019.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 23, 2020:**

**The Proxy Statement and form of Proxy, as well as the  
Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2019  
are available on the Internet at:**

**[www.proxyvote.com](http://www.proxyvote.com)**