

**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

April 30, 2020

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)

V6E2M6

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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 April 30, 2020, the Board of Directors of Body and Mind Inc. (the “Company”) appointed Michael Mills as the Chief Executive Officer and he is no longer acting as the Interim Chief Executive Officer of the Company.

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

Name	Position
Michael Mills	President, Chief Executive Officer and Director
Dong Shim	Chief Financial Officer and Director
David Wenger	Director
Brent Reuter	Director
Stephen ‘Trip’ Hoffman	Chief Operating Officer and Director
Darren Tindale	Corporate Secretary

In addition, on April 30, 2020, the Board of Directors of the Company approved and granted in aggregate 1,375,000 stock options to certain directors, officers and consultants of the Company having an exercise price of CDN\$0.67 per share and an expiry date of five years from the date of grant. These stock options have vesting provisions of 25% six (6) months from the date of grant, 25% twelve (12) months from the date of grant, 25% eighteen (18) months from the date of grant and 25% twenty-four (24) months from the date of grant.

The following table below sets forth the stock options awarded to the Company’s current directors and officers on April 30, 2020:

Name	Number of Stock Options
Michael Mills (President, CEO and Director)	275,000
Dong Shim (CFO and Director)	200,000
David Wenger (Director)	100,000
Brent Reuter (Director)	350,000
Stephen ‘Trip’ Hoffman (COO and Director)	250,000
Darren Tindale (Corporate Secretary)	50,000

SECTION 7 – REGULATION FD

Item 7.01 Regulation FD Disclosure

On April 30, 2020, Body and Mind Inc. (the “Company” or “BaM”) issued a news release to announce that it has appointed Michael Mills as Chief Executive Officer (“CEO”) and no longer acting as interim CEO.

“Michael and the team he leads at Body and Mind have diligently executed on the strategy of debt-free, strategic expansion of the Company,” stated David Wenger, a director at BaM. “Opening three new revenue-producing facilities in the past three months in three states during challenging conditions is a testament to the Company’s dedicated personnel and tenacity to move forward with our growth plan, add revenue, and expand the Body and Mind brand presence, production capacity, and dispensary footprint.”

“I appreciate the support moving to a permanent CEO role and look forward to working with our team expanding our cultivation, production, and dispensary operations across four states,” stated Michael Mills, CEO of BaM. “Our years of operational experience, combined with strong leadership and great employees, allows us to develop and optimize facilities rapidly and assess opportunities. Our new revenue streams and balance sheet with no serviceable debt is a result of our focus on efficiency and measured growth as we continue to build scale.”

In the last three months Body and Mind has completed several new revenue-producing opportunities:

- Nevada Production Facility – Opened a new production facility in located within a 7,500 square foot building to produce edibles and extracts at scale (see news release February 24, 2020);
- San Diego Dispensary – Opened the ShowGrow San Diego dispensary in limited license jurisdiction of San Diego and closed transaction (see news releases April 16, 2020 and April 28, 2020); and
- Arkansas Dispensary – Opened the dispensary in limited license state of Arkansas with licensee Comprehensive Care Group and completed construction of cultivation facility (see news release April 28, 2020).

The Company has granted an aggregate of 1,375,000 stock options (the “Options”) in accordance with the Company’s incentive stock option plan at an exercise price of CDN\$0.67 per share for a term of five years expiring on April 30, 2025. The Options were granted to current directors, officers and consultants of the Company.

The Options are subject to vesting provisions such that 25% of the Options vest six (6) months from the date of grant, 25% of the Options vest twelve (12) months from the date of grant, 25% of the Options vest eighteen (18) months from the date of grant and 25% of the Options vest twenty-four (24) months from the date of grant.

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

(d) Exhibits

Exhibit	Description
99.1	News Release dated April 30, 2020.

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: April 30, 2020

By: */s/ Michael Mills*

Michael Mills

President, CEO and Director



NEWS RELEASE – For Immediate Dissemination

Body and Mind Appoints Michael Mills as Chief Executive Officer

VANCOUVER, B.C., CANADA (April 30, 2020) – Body and Mind Inc. (CSE: BAMB, OTCQB: BMMJ) (the “**Company**” or “**BaM**”), a multi-state cannabis operator, announced today that it has appointed Michael Mills as Chief Executive Officer (“**CEO**”) and no longer acting as interim CEO.

“Michael and the team he leads at Body and Mind have diligently executed on the strategy of debt-free, strategic expansion of the Company,” stated David Wenger, a director at BaM. “Opening three new revenue-producing facilities in the past three months in three states during challenging conditions is a testament to the Company’s dedicated personnel and tenacity to move forward with our growth plan, add revenue, and expand the Body and Mind brand presence, production capacity, and dispensary footprint.”

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About Body and Mind Inc.

BaM is a publicly traded company investing in high quality medical and recreational cannabis cultivation, production and retail. BaM's 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. 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, pursuing state licensing opportunities and mergers and acquisitions.

Please visit www.bamcannabis.com for more information.

Instagram: @bodyandmindBaM

Twitter: @bodyandmindBaM

For further information, please contact:**Company Contact:**

Michael Mills
President and CEO
Tel: 800-361-6312
ir@bamcannabis.com

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.
