

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**  
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **April 30, 2020**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **000-55940**

**BODY AND MIND INC.**

(Exact name of registrant as specified in its charter)

**NEVADA**

(State or other jurisdiction of organization)

**98-1319227**

(I.R.S. 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)

**None**

(Former name, former address, and former fiscal year, if changed since last report)

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by checkmark 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: 104,534,221 shares of common stock outstanding as of July 27, 2020.

#### **EXPLANATORY NOTE**

Body and Mind Inc. (the “Company” or “BAM”) is filing this Amendment No. 1 on Form 10-Q/A (this “Form 10-Q/A”), to amend and supplement our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2020, which was filed with the Securities and Exchange Commission (the “SEC”) on July 28, 2020 (the “2020 Form 10-Q”). This Form 10-Q/A provides the information required to be disclosed pursuant to SEC Release No. 34-88465. The Company is filing as exhibits to this Form 10-Q/A the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002, but because no financial statements are contained in this Form 10-Q/A, the Company is not including certifications pursuant to Section 302 regarding financial statements, regarding disclosure control procedures, or regarding internal controls over financial reporting. Additionally, because no financial statements are contained in this Form 10-Q/A, the Company is not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Except for the amendments described above, this Form 10-Q/A does not modify or update the disclosures in, or exhibits to, the 2020 Form 10-Q.

#### **Release 34-88465 Statement**

On June 15, 2020, the Company filed a Current Report on Form 8-K, under Item 8.01, indicating that it would rely on the SEC’s order under Section 36 of the Securities Exchange Act of 1934, as amended, Granting Exemptions from Specified Provisions of the Exchange Act and Certain Rules Thereunder, dated March 4, 2020 (Release No. 34-88318 (as modified and superseded on March 25, 2020, by Release No. 34-88465, collectively, the “Order”)) to delay the filing of its Quarterly Report on Form 10-Q for the third fiscal quarter of fiscal year 2020, due to circumstances related to the coronavirus disease 2019 (COVID-19). The Company relied on the Order and filed the 2020 Form 10-Q on July 28, 2020.

The Company experienced delays in the preparation of its interim financial statements for the three and nine months ended April 30, 2020 and the review of same due to the COVID-19 related work from home policies and delays in assembling financial information required for the review of such financial statements and the 2020 Form 10-Q and its filing.

PART II – OTHER INFORMATION

ITEM 6 – EXHIBITS

The following exhibits are included with this Form 10-Q/A:

<u>Exhibit</u>	<u>Description of Exhibit</u>
<a href="#">31.1</a>	<a href="#">Certification of Chief Executive Officer pursuant to the Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).</a>
<a href="#">31.2</a>	<a href="#">Certification of Chief Financial Officer pursuant to the Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).</a>

**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 thereunto duly authorized.

**BODY AND MIND INC.**

Date: August 19, 2020

By: /s/ Michael Mills  
Michael Mills, President and Chief Executive Officer  
(Principal Executive Officer)

Date: August 19, 2020

By: /s/ Dong H. Shim  
Dong H. Shim, Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION**

I, Michael Mills, certify that:

1. I have reviewed this Amendment No. 1 to the Form 10-Q of Body and Mind Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: August 19, 2020

*/s/ Michael Mills*

\_\_\_\_\_  
Michael Mills, President and CEO  
(Principal Executive Officer)

**CERTIFICATION**

I, Dong H. Shim, certify that:

1. I have reviewed this Amendment No. 1 to the Form 10-Q of Body and Mind Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: August 19, 2020

*/s/ Dong H. Shim*

\_\_\_\_\_  
Dong H. Shim, CFO  
(Principal Financial Officer and Principal Accounting Officer)