

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

October 21, 2020
Date of Report (Date of earliest event reported)

BODY AND MIND INC.
(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-55940</u> (Commission File Number)	<u>98-1319227</u> (IRS Employer Identification No.)
<u>750 – 1095 West Pender Street Vancouver, British Columbia, Canada</u> (Address of principal executive offices)		<u>V6E 2M6</u> (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.

EXPLANATORY NOTE

Body and Mind Inc. (the “**Company**”) is filing this Amendment No. 1 (the “**Amendment No. 1**”) to the Current Report on Form 8-K (the “**Original Filing**”) as originally filed with the U.S. Securities and Exchange Commission on October 27, 2020 (the “**Original Filing Date**”) in order to (i) correct the disclosure under Item 2.01 with respect to the closing of the membership interest purchase agreement, dated January 31, 2019, for the remaining 70% interest in NMG Ohio, LLC, as the closing will not occur until all of the closing conditions under the agreement have been satisfied, (ii) to slightly revise the disclosure under Item 3.02 in this Amendment No. 1 to remove the reference to closing of the Definitive Agreement, (iii) to include disclosure under Item 7.01 in this Amendment No. 1 with respect to a corrective news release issued by the Company on November 9, 2020 to correct the disclosure in the news released issued by the Company on October 22, 2020, which was included under Item 8.01 of the Original Filing and which October 22, 2020 news release was filed as Exhibit 99.1 to the Original Filing, and (iv) to file the news release dated November 9, 2020 as Exhibit 99.2 to this Amendment No. 1.

This Amendment No. 1 does not amend, modify or otherwise update any other information in the Original Filing. In addition, this Amendment No. 1 does not reflect events that may have occurred subsequent to the Original Filing Date.

SECTION 2 – FINANCIAL INFORMATION

Item 2.01 Completion of Acquisition or Disposition of Assets

The membership interest purchase agreement and related distribution agreement (collectively, the “**Definitive Agreement**”), dated January 31, 2019, that was entered into between Body and Mind Inc.’s (the “**Company**”) wholly owned subsidiary, Nevada Medical Group LLC (“**NMG Nevada**”), NMG Ohio LLC (“**NMG Ohio**”), all the members of NMG Ohio and certain lenders to NMG Ohio (the “**Participants**”), did not close on October 21, 2020 as previously disclosed in the Original Filing. The transfer of the dispensary license for the Clubhouse Dispensary in Elyria, Ohio to the Company’s wholly owned subsidiary, NMG OH 1, LLC has been completed, as approved by the Ohio Board of Pharmacy. In addition, on October 21, 2020, the Company provided the following final consideration to the members of NMG Ohio, other than NMG Nevada, and the Participants pursuant to the Definitive Agreement in order to acquire the remaining 70% interest in NMG Ohio, however, the transfer of the remaining 70% interest in NMG Ohio to NMG Nevada will not occur until all of the closing conditions under the Definitive Agreement have been satisfied:

1. USD\$393,750; and
2. issued an aggregate of 793,466 restricted shares of common stock in the capital of the Company at a deemed price of CAD\$0.66 per share.

Therefore, the ownership of NMG Ohio remains unchanged and NMG Nevada owns 30% of NMG Ohio.

The foregoing description of the Definitive Agreement does not purport to be complete and is qualified in its entirety by the Definitive Agreement which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 6, 2019.

SECTION 3 – SECURITIES AND TRADING MARKETS

Item 3.02 Unregistered Sales of Equity Securities

As final consideration pursuant to the Definitive Agreement in connection with the acquisition of the remaining 70% interest of NMG Ohio as described in Item 2.01 of this Current Report on Form 8-K/A, on October 21, 2020, the Company issued an aggregate of 793,466 restricted shares of common stock pursuant to the Definitive Agreement.

The Company relied upon the exemption from registration under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) provided by Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act with respect to the issuance of shares of common stock to U.S. persons. In addition, the Company relied upon the exemption from registration under the U.S. Securities Act provided by Rule 903 of Regulation S with respect to the issuance of shares of common stock to non-U.S. persons as the securities were issued to the non-U.S. persons through offshore transactions which were negotiated and consummated outside of the United States.

SECTION 7.01 – REGULATION FD

Item 7.01 Regulation FD Disclosure

On November 9, 2020, the Company issued a news release to correct the disclosure in its prior news release dated October 22, 2020, whereby the Company reported the closing of the acquisition of the remaining 70% interest in NMG Ohio LLC (“**NMG Ohio**”). The transfer of the dispensary license for the Clubhouse Dispensary in Elyria, Ohio to our wholly owned subsidiary, NMG OH 1, LLC has been completed, as approved by the Ohio Board of Pharmacy, and the Company has paid all of the required consideration to the members of NMG Ohio, in order to acquire the remaining 70% interest in NMG Ohio as previously disclosed in the October 22, 2020 news release; however, the transfer of the remaining 70% interest in NMG Ohio to Nevada Medical Group, LLC (“**NMG Nevada**”) will not occur until all of the closing conditions under the Membership Interest Purchase Agreement, dated January 31, 2019, have been satisfied. Therefore, the ownership of NMG Ohio remains unchanged and NMG Nevada owns 30% of NMG Ohio.

A copy of the news release is attached as Exhibit 99.2 hereto.

SECTION 8 – OTHER EVENTS

Item 8.01 Other Events

On October 22, 2020, the Company issued a news release to report the closing of the acquisition of the remaining 70% interest in NMG Ohio LLC (“**NMG Ohio**”), which included the transfer of a dispensary license for the Clubhouse Dispensary in Elyria, Ohio to our wholly owned subsidiary, NMG OH 1, LLC, as well ownership of a provisional production license. As a result of the closing of this acquisition, the Company now indirectly owns 100% of NMG Ohio.

BaM's real estate and development team were instrumental in winning the Ohio licenses as well as design and construction of the Clubhouse dispensary. The Company has been managing the dispensary since opening in February 2019 and is excited to complete the transaction for 100% ownership based on transfer of the dispensary license. "Our team is focused on providing knowledgeable information to our patients in the expanding Ohio market and we look forward to completing the transition to a Body and Mind branded location," stated Michael Mills, CEO of Body and Mind. "We continue to move forward on development of our Ohio production facility which will allow Body and Mind to expand our successful branded product portfolio to the growing limited license Ohio market."

Nevada Medical Group LLC ("NMG Nevada"), a wholly owned subsidiary of the Company, which previously held a 30% interest in NMG Ohio, has now acquired 100% ownership of NMG Ohio (the "Transaction") for consideration of USD\$3,150,000 (the "Consideration"), which was comprised of 50% in cash and 50% in shares of common stock ("Common Shares") of the Company as follows:

CASH PAYMENTS

1. USD\$1,181,250 was paid on the execution of the Membership Interest Purchase Agreement and the related Distribution Agreement (collectively, the "Definitive Agreement") on January 31, 2019 ("Effective Date"); and
2. USD\$393,750 has been paid pursuant to the Definitive Agreement on closing.

COMMON SHARE ISSUANCES

1. 2,380,398 Common Shares at a deemed price of CAD\$0.66 per share were issued pursuant to the Definitive Agreement on the Effective Date; and
2. 793,466 Common Shares at a deemed price of CAD\$0.66 per shares were issued on October 21, 2020.

The Company has become aware of a complaint for disciplinary action by the Cannabis Compliance Board (the "CCB") with respect to Nevada Medical Group, LLC ("NMG"), the Company's Nevada operating subsidiary (the "Complaint"). The Complaint alleges that certain employees were on-site without valid agent cards and, additionally, the failure to maintain security measures restricting access to the establishment building. The disciplinary action sought includes fines as well as license termination. Nevada Medical Group will continue to operate without interruption while fully cooperating with the investigation. NMG will contest or resolve the Complaint through the prescribed legal process mandated by the CCB. NMG appreciates the CCB's determination to make Nevada's nascent cannabis industry the gold standard for the country. It is imperative for businesses and regulators to be committed to the integrity of the regulated marketplace.

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 October 22, 2020⁽¹⁾
99.2	News Release dated November 9, 2020^(*)

Notes:

(*) Filed herewith.

(1) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on October 27, 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: November 9, 2020

By: /s/ Michael Mills

Michael Mills
President, CEO and Director



NEWS RELEASE – For Immediate Dissemination

Body and Mind Corrects Prior News Release on NMG Ohio Transaction

VANCOUVER, B.C., CANADA (November 9, 2020) – Body and Mind Inc. (CSE: BAMB, OTCQB: BMMJ) (the “Company” or “BaM”), a debt free multi-state operator focused on limited license markets, would like to correct the disclosure in its prior news release dated October 22, 2020, whereby the Company reported the closing of the acquisition of the remaining 70% interest in NMG Ohio LLC (“NMG Ohio”). The transfer of the dispensary license for the Clubhouse Dispensary in Elyria, Ohio to our wholly owned subsidiary, NMG OH 1, LLC has been completed, as approved by the Ohio Board of Pharmacy, and the Company has paid all of the required consideration to the members of NMG Ohio, in order to acquire the remaining 70% interest in NMG Ohio as previously disclosed in the October 22, 2020 news release; however, the transfer of the remaining 70% interest in NMG Ohio to Nevada Medical Group, LLC (“NMG Nevada”) will not occur until all of the closing conditions under the Membership Interest Purchase Agreement, dated January 31, 2019, have been satisfied. Therefore, the ownership of NMG Ohio remains unchanged and NMG Nevada owns 30% of NMG Ohio.

About Body and Mind Inc.

BaM is a debt free publicly traded company investing in high quality medical and recreational cannabis cultivation, production and retail. 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. 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 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](https://www.instagram.com/bodyandmindBaM)

Twitter: [@bodyandmindBaM](https://twitter.com/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.
