

**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 February 17, 2021**

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 February 17, 2021, at 10:00 a.m. (Vancouver time).

**In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging stockholders and others not to attend the Annual Meeting in person, but instead to submit their votes by proxy well in advance of the Annual Meeting proxy deadline of 10:00 a.m. (Pacific Time) on February 16, 2021. Stockholders who wish to attend the Annual Meeting in person must call the Vancouver office of McMillan LLP at (604) 689-9111 on or before 4:00 p.m. (Pacific time) on Friday, February 12, 2021 for further instructions on in-person attendance procedures.**

The Company is offering stockholders the option to listen and participate (but not vote) at the Annual Meeting in real time by conference call at the following coordinates:

**Dial by your location**

Canada Toll Free: 1-855-244-8680

US Toll Free: 1-415-655-0002

Access Code: 12037233

As of the date of this Notice, we intend to hold the Annual Meeting in physical face-to-face format and include a telephone conference call so shareholders can listen to the Annual Meeting in real time. We are continuously monitoring the current coronavirus pandemic, and in light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Annual Meeting in person, stockholders follow instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Annual Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Annual Meeting. **In order to minimize group size and respect social distancing regulations, all stockholders are urged to vote on the matters before the Annual Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Annual Meeting in response to further developments in respect of the COVID-19 pandemic. Should any changes to the Annual Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed on EDGAR as an exhibit to a Current Report on Form 8-K and under the Company’s profile on SEDAR. In addition, the Company will file the news release as definitive additional soliciting material on EDGAR. We strongly recommend you check the Company’s website [www.bodyandmind.com](http://www.bodyandmind.com), prior to the Annual Meeting for the most current information. In the event of any changes to the Annual Meeting format due to the COVID-19 pandemic, the Company will **not** prepare or mail amended Annual Meeting materials.

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Stockholders who intend to attend the meeting via teleconference must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on February 16, 2021**. Attendance by teleconference allows stockholders to listen to, but not to vote at the Annual Meeting.

At the Annual Meeting stockholders will be asked to:

1. elect Michael Mills, Dong Shim, Brent Reuter, David Wenger and Stephen Hoffman to act as directors of the Company;
2. ratify the appointment of Marcum LLP, as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2021;
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; and
5. transact any other business properly brought before the Annual Meeting or any adjournment thereof.

On or about December 31, 2020, the Company mailed to all stockholders of record, as of December 23, 2020, 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, 2020 (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 December 23, 2020, 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 need to contact McMillan LLP at (604) 689-9111 on or before 4:00 p.m. (Pacific time) on Friday, February 12, 2021 for further instructions on in-person attendance procedures and 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 December 23, 2020, 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 December 23, 2020, such as your most recent account statement prior to December 23, 2020, 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 Chief Executive Officer

Dated: December 31, 2020.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 17, 2021:**

**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, 2020  
are available on the Internet at:  
*www.proxyvote.com***