

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

**December 8, 2022**  
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)

**V6E 2M6**  
(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 7 – REGULATION FD

### Item 7.01 Regulation FD Disclosure

On December 8, 2022, Body and Mind Inc. (the “Company” or “BaM”) issued a news release to announce that it has closed the Seaside dispensary transaction, which it had previously disclosed such transaction in news releases dated December 1, 2021 and June 21, 2022.

“We have been operating the Seaside “Reef” dispensary since December 2021 and the retail location is an important aspect of our California retail strategy,” stated Michael Mills, CEO of Body and Mind. “The “Reef” dispensary in Seaside has a great location, strong customer following and compliments our successful San Diego, Body and Mind branded dispensary and Long Beach dispensary.”

Pursuant to the closing of the Seaside dispensary, Body and Mind issued an aggregate of 16,301,694 common shares to the vendors of Canopy Monterey Bay, LLC, which owns the Seaside dispensary, at a deemed price of US\$0.134 per share in accordance with the terms of the membership interest purchase agreements, as amended. 2,238,806 of the 16,301,694 common shares are being held in escrow pending the results of a working capital adjustment.

### *Update On Progress With Year End Financial Statements*

The Company and its auditors are working closely to complete the year end financial statements and work is near completion from external valuation and tax consultants. The Company anticipates the year end Financial Statements to be filed on or before December 22, 2022.

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  |
|----------------------|--|
| <a href="#">99.1</a> | <a href="#">News Release dated December 8, 2022.</a>   |
| 104                  | Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document) |

**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:** December 8, 2022

By: /s/ Michael Mills  
**Michael Mills**  
**President, CEO and Director**

**NEWS RELEASE – For Immediate Dissemination*****Body and Mind Provides Corporate Update***

**VANCOUVER, B.C., CANADA** (December 8, 2022) – Body and Mind Inc. (CSE: BAMB, OTCQB: BMMJ) (the “Company” or “BaM”), a multi-state operator, is pleased to announce that it has closed the Seaside dispensary transaction, which it had previously disclosed such transaction in news releases dated December 1, 2021 and June 21, 2022.

“We have been operating the Seaside “Reef” dispensary since December 2021 and the retail location is an important aspect of our California retail strategy,” stated Michael Mills, CEO of Body and Mind. “The “Reef” dispensary in Seaside has a great location, strong customer following and compliments our successful San Diego, Body and Mind branded dispensary and Long Beach dispensary.”

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***About Body and Mind Inc.***

BaM is an operations focused multi-state operator 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, Ohio and Michigan and is dedicated to increasing shareholder value by focusing time and resources on improving operational efficiencies, facility expansions, state licensing opportunities as well as mergers and acquisitions.

Please visit [www.bodyandmind.com](http://www.bodyandmind.com) for more information.

Instagram: [@bodyandmindBaM](https://www.instagram.com/bodyandmindBaM)

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

**For further information, please contact:**

**Investor Relations**

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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.*