

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 March 31, 2022

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 March 31, 2022, 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 March 29, 2022. 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, March 25, 2022 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:	1-855-244-8677
US Toll Free:	1-855-282-6330
Access Code:	95400309

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 (COVID-19) pandemic, and in light of rapidly evolving news and guidelines related to COVID-19, we ask that stockholders to consider voting their shares by proxy and not attending the meeting in person. Those stockholders who do wish to attend the Annual Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>). We ask that stockholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Annual Meeting. Do 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. **All stockholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Annual Meeting by one of the means described in the Proxy Statement accompanying this Notice.** The Company reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Annual Meeting in response to further developments in the COVID-19 outbreak, including (i) holding the Annual Meeting virtually or by providing a webcast of the Annual Meeting; (ii) hosting the Annual Meeting solely by means of remote communication; (iii) changing the Annual Meeting date and/or changing the means of holding the Annual Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with

someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Annual Meeting; (v) denying access to persons that do not have evidence of full vaccination; and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Annual Meeting. Should any such 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, 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 outbreak, the Company will **not** prepare or mail amended Annual Meeting materials.

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 March 29, 2022**. 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, Stephen Hoffman and Alexis Podesta to act as directors of the Company;
2. ratify the appointment of Sadler, Gibb & Associates, LLC, as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2022;
3. ratify and approve the Company's new 2022 Stock and Incentive 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 February 11, 2022, the Company mailed to all stockholders of record, as of February 9, 2022, 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, 2021 (the "**Annual Report on Form 10-K**"), on 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 February 9, 2022, 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, March 25, 2022 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 February 9, 2022, 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 February 9, 2022, such as your most recent account statement dated prior to February 9, 2022, 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: February 10, 2022.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 31, 2022:**

**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, 2021
are available on the Internet at:**

www.proxyvote.com