

EXHIBIT C

PROOF OF ABILITY TO SECURE PREMISES, RESOURCES, AND EMPLOYEES



NMG TX 1 LLC

April 28, 2023

Property Address

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Dripping Springs TX 78620

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Exhibit C. Proof of Ability to Secure Premises, Resources, and Employees

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Introduction

NMG TX 1, LLC

NMG TX 1, LLC (d/b/a BaM Body and Mind) is a subsidiary of Body and Mind Inc. (“Body and Mind”), an experienced cannabis operator that has developed, constructed, and managed successful medical dispensing, cultivation, and processing facilities in other highly regulated states throughout the country. Our years of cannabis experience have allowed us to become industry experts and successfully start up and operate compliant, safe, and secure medical cannabis businesses. We have built strong connections with local communities and regulators and created solid relationships with architects, vendors, contractors, and agencies to coordinate construction, installations, building inspections, final permits, licensing, and commencement of operations. We have installed state-of-the art systems and built teams of qualified staff in each of our fully developed medical cannabis facilities that continue to grow and increase their financial standing, while distributing quality medication to qualified patients and providing an economic and social benefit to employees, local businesses, and communities.

If Body and Mind is awarded a Dispensing Organization license by the State of Texas, we will comply with the Texas Department of Public Safety (“Department”) and the Texas Administrative Code

("TAC") and construct a state-of-the-art facility designed to cultivate, process, package and label, store, distribute, and dispense safe and reliable low-THC cannabis to qualified patients throughout the State of Texas. We are focused on the needs of patients and committed to enhancing community health and wellness through safe, compliant, reliable, consistent and effective medications. Through our diverse team of expert officers, directors, and advisors, our goal is to enhance access to low-THC cannabis in the State of Texas by educating and offering science-based medications at an affordable price to all qualifying patients across the entire state. We believe every qualified patient in the great State of Texas should have access to affordable medicine. We will adopt industry best practices and provide the highest quality support to our patients and ensure affordable and safe medicine is available to current and future qualified patients, while remaining dedicated to compliance and treating all patients with respect, compassion, and dignity, regardless of their status.

Scientific-Based Operational Plan

To develop a business and operational plan that aligns with our goals, we formed an expert team of advisors with a long history in establishing medical cannabis businesses in new markets and operating these businesses from a scientific-based approach. We have dedicated an enormous amount of time to meet with other physicians, pharmacists, nurses, researchers, and medical professionals in Texas to understand and address their perspectives, concerns, and experiences, and to research the current cannabis market in Texas. We have also met with local clinics, combed through numerous reports and statistical information to understand patient and physician demographics, reviewed in detail the Compassionate Use Program, Incurable Neurodegenerative Disease Definitions, Texas Health and Safety Code, Texas Occupation Code, Texas Administrative Rules, and new and archived legislation, met with community and local leaders, reviewed public information about proposed measures to expand the industry, developed a Community Benefit Plan, and created a Compassionate Medicinal Care Program for those in need of financial assistance. We have held several joint sessions with our expert team of advisors to thoroughly examine our findings and research.

Through our more than ten years of cannabis industry experience, research and findings, we have found that we must use a technical, scientific-based approach to cultivating, processing, packaging, labeling, tracking, storing, and dispensing medical cannabis. We must execute our well-defined plan that our expert team of advisors developed, refined, and perfected over the years and approach it with a scientific mind and apply our plan within the regulatory framework of the State of Texas. We will use a compassionate, safe, science-based, compliant, and professional approach to dispensing low-THC to patients, a design that we developed and deployed across all of our other medical cannabis locations in the country. From using the best plant genetics to our refined production and extraction processes, our comprehensive expertise follows a moral and ethical standard that patients can trust and rely on to receive their low-THC cannabis medications. We care about our patients and community and take pride in the products we produce. The values we carry as a company guarantee that our patients receive affordable medicine within a reasonable amount of accessibility that is safe, compliant, consistent and delivers the desired effect.

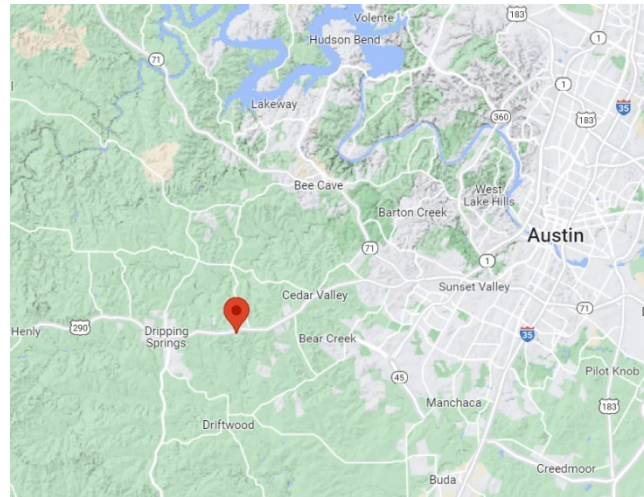
Ex C.1. Property Description



1034 Canyon Bend Dr., Dripping Springs, Texas

Premises

Body and Mind has executed a Letter of Intent for a property and building lease with a five (5) year term contingent upon the award of a provisional low-THC Dispensing Organization License. The property is located at 1034 Canyon Bend Dr., Dripping Springs, Texas, which was vetted by our company and expert team of advisors, architects, designers, and civil engineers. After a comprehensive assessment, we determined the premises requires minimal improvements and is conveniently positioned near densely populated cities, such as Austin, San Antonio, and Houston. The facility requires interior improvements to maximize space utilization, secure the premises, and provide an efficient workflow and odor mitigation plan, while requiring minimal exterior improvements. Our design will optimize the vegetation and flower canopies and provide a clean harvesting, drying, processing, packaging, storage, and dispensing area that is conducive to security, safety, and compliance. The premises provides more than 12 parking options for patients, a considerable buffer to sensitive use businesses, residential areas, schools, and daycares, and has easy access in and out of the parking lot.

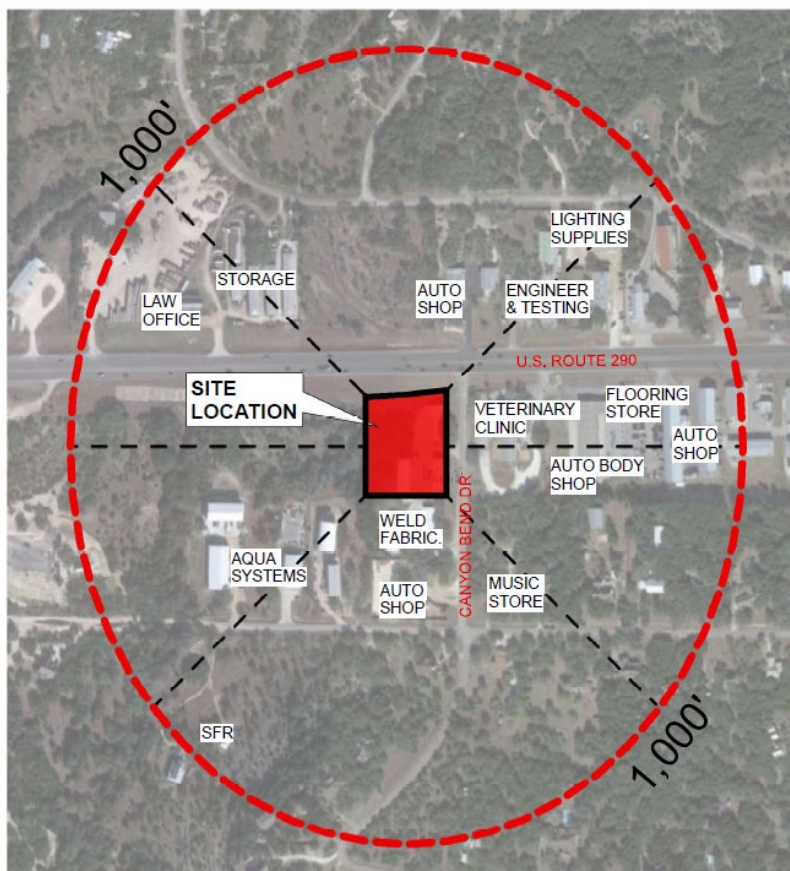


Compliance with Location Requirements

Pursuant to TAC 12.7(n), the premises is located at least 1,000 feet from any private or public school or day care center. The property is in Dripping Springs, Texas, approximately 19 miles southwest of the City of Austin, off US-290, and conveniently located for patients, operations, and distribution to cities throughout the State of Texas. The facility will be constructed in a manner that eliminates external odors, promotes quality design and construction, and integrates and remains consistent with the surrounding properties. The facility is adequate in size and shape to accommodate parking, loading, and landscaping, while being served by highways adequate in width and a location that minimizes traffic congestion. The facility is equipped with a septic system and will also provide adequate electricity, fire protection, and drainage for our proposed use. All water used for cultivation will be provided by a bulk-water supplier in the Dripping Springs area.

Vicinity Map

The proposed location was extensively vetted to confirm the property meets all location requirements as described in the Texas Administrative Rules. We engaged a licensed engineer, who prepared a vicinity map and certified that the property complies with TAC 12.7(n).



Pursuant to Texas Administrative Rule 12.8(n), the Premises is located at least 1,000 feet from any private school, public school, and day care center. No private school, public school, or day care center is located within 1,000 feet of the Premises. All points were measured from the closest points on the respective property line.

Letter of Intent

We have secured a Letter of Intent to enter a five-year Lease Agreement, with two options to extend for five years each. The property owner and landlord is an experienced real estate property manager and has acknowledged the use of the property for a low-THC Dispensing Organization to cultivate, process, and dispense low-THC to qualifying patients. The facility provides a total space of approximately 4,800 square feet to develop vegetation, flower, harvest, drying, extraction, processing, packaging, storage/vault, fulfillment, dispensing, consultation, and office areas. Currently, the building is a vacant open space with existing retail, restrooms, and warehouse spaces, which means the building does not require significant demolition, only tenant improvements. Today, the space is completely open and ready to be constructed.

**To view the entire document, please contact
Phil Lewis at phillewiswriter@gmail.com.**