
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **August, 2022**.

Commission File Number: **001-40065**

IM Cannabis Corp.

(Exact Name of Registrant as Specified in Charter)

Kibbutz Glil Yam, Central District, Israel 4690500

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

SIGNATURE

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, thereunto duly authorized.

IM CANNABIS CORP.

(Registrant)

Date: August 23, 2022

By: /s/ Oren Shuster

Name: Oren Shuster

Title: Chief Executive Officer and Director

EXHIBIT INDEX

99.1 [Form 6 - Certificate of Compliance dated August 22, 2022](#)

99.2 [Form 10 - Notice of Proposed Significant Transaction dated August 22, 2022](#)

99.3 [Receipt of Proceeds of Sale dated August 22, 2022](#)

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE ("CSE")

IM Cannabis Corp. (the "Listed Issuer") hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).

Date: August 22, 2022

Signed: "Oren Shuster"
(Signature)

Oren Shuster
(Print Name)

Chief Executive Officer
(Print Office)

FORM 6 - CERTIFICATE OF COMPLIANCE

January 2015

FORM 10

**NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving
an issuance or potential issuance of a listed security)¹**

Name of Listed Issuer: IM Cannabis Corp. (the "Issuer")

Trading Symbol: IMCC

Issued and Outstanding Securities of the Issuer Prior to Transaction: 69,695,325

Date of News Release Fully Disclosing the Transaction: Not applicable

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

On August 5, 2022, the Issuer's subsidiary, Trichome JWC Acquisition Corp. ("TJAC") entered into a share purchase agreement (the "SPA") to sell 100% of the shares of its subsidiary, SublimeCulture Inc. ("Sublime") on an "as-is, where is" basis to a numbered company owned in part by a member of the Sublime management team and former employees and consultants of the Issuer's subsidiary, MYM Nutraceuticals Inc.. Sublime is a Related Person of the Issuer. Closing of the SPA resulted in the sale of all the shares of Sublime, and its related operations and obligations, including a leased facility based in Laval, Quebec, for the net purchase price of \$88,901.83 (\$100,000 less working capital adjustments per Section 2 below). The facility at Sublime was primarily used by the Issuer for the purpose of storage of inventory and supplies, as well as some small-scale cultivation.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (a) Total aggregate consideration in Canadian dollars: \$100,000 less working capital adjustments for a final net purchase price of \$88,901.83.
- (b) Cash: \$88,901.83.
- (c) Other: None.
- (d) Work commitments: None.

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The purchase price was determined through negotiations with the prospective purchasers.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: None.

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A.

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): None.

(b) Cash _____.

(c) Other _____.

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.

**FORM 10 - NOTICE OF PROPOSED
SIGNIFICANT TRANSACTION**

January 2015

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8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Please see Section 1 above.

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3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated August 22, 2022.

Oren Shuster

Name of Director or Senior Officer

"Oren Shuster"

Signature

Chief Executive Officer

Official Capacity

**FORM 10 - NOTICE OF PROPOSED
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August 22, 2022

Canadian Securities Exchange
First Canadian Place
100 King Street West, Suite 7210
Toronto, ON M5X 1E1

To Whom It May Concern:

Re: IM Cannabis Corp. (the "Company") Sale of SublimeCulture Inc. ("Sublime")

On August 5, 2022, the Company completed the sale of Sublime to a group of purchasers that included current and former members of the Sublime management team for aggregate proceeds of \$100,000 less working capital adjustments, for a final net purchase price of \$88,901.83. The Company confirms the receipt of proceeds from the sale.

Yours truly,

IM Cannabis Corp.

"Oren Shuster"

Oren Shuster
Chief Executive Officer

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