

**NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR  
DISSEMINATION IN THE US**

**FSD PHARMA ANNOUNCES CLOSING OF BUSINESS COMBINATION AND  
CONDITIONAL APPROVAL FROM THE CSE**

**May 25, 2018**, Toronto, ON – FSD Pharma Inc. (formerly, Century Financial Capital Group Inc., the "**Corporation**") is pleased to announce that it has completed its previously announced business combination with FV Pharma Inc. ("**FV Pharma**"). On March 9, 2018 the Corporation and FV Pharma entered into an arm's length definitive business combination agreement (the "**Business Combination Agreement**") with 2620756 Ontario Inc. ("**SubCo**"), a wholly-owned subsidiary of the Corporation, incorporated for the purpose of this transaction. Pursuant to the Business Combination Agreement, the Corporation changed its name to FSD Pharma Inc. and completed a business combination with FV Pharma by way of a three-cornered amalgamation pursuant to which FV Pharma amalgamated with SubCo (the "**Transaction**"). The resulting amalgamated corporation carried on in the name of FV Pharma as a wholly-owned subsidiary of the Corporation. Following the completion of the Transaction, FSD Pharma Inc. will carry on the medical cannabis business of FV Pharma. For the purposes of this press release, the term "**Resulting Issuer**" means the Corporation following completion of the Transaction.

On March 15, 2018, the Corporation held an annual and special meeting of the shareholders of the Corporation (the "**Shareholders**"), where the Shareholders approved a share re-designation, a name change, and other matters relating to the Transaction.

*Share Re-designation*

In connection with the Transaction, the Shareholders passed a special resolution authorizing the Corporation's board of directors to amend the Corporation's articles in order to: (i) effect a re-designation of the Corporation's existing common shares as Class B Subordinate Voting Shares (the "**Class B Subordinate Voting Shares**") (ii) create a new class of "Class A Multiple Voting Shares" and (iii) eliminate the existing classes of non-voting "Class A Preference Shares" and non-voting "Class B Preference Shares"

*Name Change*

In connection with the Transaction, the Shareholders passed a special resolution authorizing the Corporation's board of directors to amend the articles of incorporation of the Corporation to effect the change of name of the Corporation to "FSD Pharma Inc."

*Board of Directors*

The Corporation's new board of directors following the transaction is constituted by Thomas Fairfull, Zeeshan Saeed, Donal Carroll, Vladimir Klacar and Gerald Goldberg.

Escrow Release

Further to a previously announced two-tranche private placement of subscription receipts ("**Subscription Receipts**") of FV Pharma for gross proceeds of approximately \$33,404,392 (the

"**Financing**"), FV Pharma is pleased to announced that it has satisfied the escrow release conditions set out in the agency agreement dated March 9, 2018 between FV Pharma, the Corporation and First Republic Capital Corporation (the "**Agent**") and the subscription receipt agreement dated March 9, 2018 among FV Pharma, the Agent and Garfinkle Biderman LLP, as subscription agent, and that the net proceeds (\$29,862,645) have been released to the Corporation.

### *CSE Listing*

The Resulting Issuer's securities are not currently listed on any stock exchange. The Resulting Issuer has applied to list its Class B Subordinate Voting Shares on the Canadian Securities Exchange (the "**CSE**"), and conditional approval to list the Class B Subordinate Voting Shares has been granted. The Corporation is anticipating that the Class B Subordinate Voting Shares will commence trading on the CSE on or about May 29, 2018 under the ticker symbol "HUGE". There is no assurance that the Resulting Issuer will ultimately be able to satisfy the listing requirements of the CSE.

### *About FSD Pharma Inc.*

FSD Pharma, owns, through its wholly-owned subsidiary FV Pharma Inc., a license to produce marijuana under the Access to Cannabis for Medical Purposes Regulations (ACMPR) which was originally granted on October 13, 2017. Headquartered at the former Kraft plant in Cobourg, Ontario, approximately an hour's drive from Toronto, FSD Pharma's management's mission is to transform the facility into the largest hydroponic indoor cannabis facility in the world. FSD Pharma intends to target all legal aspects of the cannabis industry, including cultivation, processing, manufacturing, extracts and research and development. To date FSD Pharma and FV Pharma have raised over \$53 million from over 4,700 shareholders.

Bennett Jones LLP, McMillan LLP and Garfinkle Biderman LLP acted for FV Pharma, Century Financial Capital Group Inc. and the Agent, respectively, in connection with the Transaction.

### **For further information please contact:**

#### **Thomas Fairfull**

Chief Executive Director, FSD Pharma Inc.

[thomas.fairfull@fvpharma.com](mailto:thomas.fairfull@fvpharma.com)

#### **Zach Stadnyk**

Investor Relations, FSD Pharma Inc.

[IR@fsdpharma.com](mailto:IR@fsdpharma.com)

### *Forward-Looking Statements*

*Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to*

*identify forward-looking information and are based on the Corporation's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the Transaction, including the listing and trading of the Corporation's Class B Subordinate Voting Shares on the CSE, changes to laws and compliance with applicable regulations. The forward-looking information contained in this press release is made as of the date hereof, and the Corporation is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking-information. The foregoing statements expressly qualify any forward-looking information contained herein.*