



**FSD PHARMA INC.**  
1 Rossland Road West, Suite 202  
Ajax, Ontario  
L1Z 1Z2

## **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of the shareholders (the "**Meeting**") of FSD Pharma Inc. (the "**Company**") will be held on Tuesday, July 2, 2019, at the offices of Bennett Jones LLP, located at 100 King Street West, First Canadian Place, Suite 3400, M5X 1A4 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited annual financial statements of the Company for the year-ended December 31, 2018, together with the report of the auditor thereon;
2. to fix the number of directors at five (5) and to elect directors of the Company for the ensuing year. For more information, see "*Business of the Meeting – Election of Directors*" in the Company's management information circular dated May 28, 2019 (the "**Circular**");
3. to appoint the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor. For more information, see "*Business of the Meeting – Appointment of Auditor*" in the Circular;
4. to approve an amendment to the Company's articles to authorize transfers of Class A Multiple Voting Shares amongst the founders of the Company. For more information, see "*Business of the Meeting – Amendment to Articles*" in the Circular; and
5. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the Circular. The board of directors has fixed May 10, 2019 as the record date for the determination of shareholders of the Company entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 ("**Notice-and-Access Provisions**") of the Canadian Securities Administrators for the Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Company by allowing the Company to post its Circular and any additional materials online. The Company will not use procedures known as 'stratification' in relation to the use of Notice-and-Access Provisions. The Circular and all additional materials have been posted in full on the Company's website at [www.fsdpharma.com/investors](http://www.fsdpharma.com/investors) and under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

Shareholders of the Company may request paper copies of the Circular and additional materials at no cost by calling toll-free within North America at 1-(866)-962-0498, or direct from outside of North America at

1-(514)-982-8716, up to the date of the Meeting or any adjournment thereof. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a shareholder in time for such shareholder to review the Circular and return a form of proxy or voting instruction form prior to the deadline to receive proxies, it is strongly suggested that shareholders ensure their request is received no later than 10:00 a.m. (Toronto time) on June 22, 2019. Shareholders of the Company who would like more information about the Notice-and-Access Provisions may contact the Company's transfer agent, Computershare Investor Services Inc. toll-free at 1-(866)-962-0498.

**Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "*General Proxy Information*". Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their shares in the capital of the Company through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Circular.**

Dated at Toronto, Ontario this 28<sup>th</sup> day of May, 2019.

**BY ORDER OF THE BOARD**

(signed) "*Raza Bokhari*"

Raza Bokhari

Interim Chief Executive Officer & Executive Co-Chairman

**Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the form of proxy. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be deposited with Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, not later than 10:00 a.m. (Toronto time) on the second to last business day preceding the date of the Meeting or any adjournment thereof or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.**