

## NOTICE OF CHANGE OF AUDITOR

**TO:** McGovern Hurley LLP  
**TO:** MNP LLP  
**TO:** Ontario Securities Commission  
**AND TO:** British Columbia Securities Commission  
**AND TO:** Nova Scotia Securities Commission

Dear Sirs/Mesdames:

**Re: FSD Pharma Inc. – Change of Auditor**

This letter constitutes notice, pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators ("**NI 51-102**"), that MNP LLP (the "**Successor Auditor**") has been appointed the auditor of FSD Pharma Inc. ("**FSD**").

FSD advises as follows:

- (a) McGovern Hurley LLP (the "**Former Auditor**") resigned as auditor of FSD effective November 19, 2019 at the request of FSD.
- (b) The Audit Committee and Board of Directors of FSD have considered the resignation of the Former Auditor and have considered and approved the appointment of the Successor Auditor.
- (c) The Former Auditor's reports for FSD's most recently completed fiscal year, namely the fiscal year ended December 31, 2018, did not express a modified opinion.
- (d) There are no reportable events (as defined in NI 51-102).

DATED this 29<sup>th</sup> day of November, 2019.

**FSD PHARMA INC.**

Per: (s) "Raza Bokhari"  
Name: Raza Bokhari  
Title: Executive Co-Chairman  
and Chief Executive Officer