



Bennett Jones

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June 16, 2020

VIA SEDAR

Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Office of the Superintendent of Securities, Consumer, Corporate and Insurance Services Division
Office of the Attorney General (Prince Edward Island)

Dear Sirs/Mesdames:

Re: Short Form Base Shelf Prospectus of FSD Pharma Inc.

We refer to the short form base shelf prospectus of FSD Pharma Inc. (the "**Corporation**") dated June 16, 2020 (the "**Prospectus**") relating to the offering by the Corporation, from time to time, of Class B Subordinate Voting Shares in the capital of the Corporation ("**Class B Shares**"), subscription receipts of the Corporation ("**Subscription Receipts**"), warrants to purchase Class B Shares ("**Warrants**"), bonds, debentures, notes or other evidence of indebtedness of any kind, nature or description, of the Corporation ("**Debt Securities**"), and/or units consisting of one or more of the foregoing securities in any combination ("**Units**" and, collectively with the Class B Shares, Subscription Receipts, Warrants and Debt Securities, the "**Securities**") having an aggregate initial offering amount of C\$100,000,000 (or the equivalent in other currencies or currency units) to purchasers of Securities resident in each of the Provinces of Canada (other than Québec) and/or the United States and elsewhere as permitted by applicable law.

We consent to being named in the Prospectus under the headings "*Enforceability of Civil Liabilities*", "*Description of Debt Securities*", "*Legal Matters*" and "*Agent for Service of Process*" and to the use of the statements attributed to us under the headings "*Enforceability of Civil Liabilities*" and "*Description of Debt Securities*" in the Prospectus (the "**Statements**").

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from the Statements or that is within our knowledge as a result of the services we performed in connection with the Statements.

Yours truly,

BENNETT JONES LLP

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