

FSD PHARMA INC.

UNDERTAKING

**To: Ontario Securities Commission (as principal regulator)
The securities commission or similar regulatory authority in each of the Provinces of Canada
(Other than Quebec)**

In connection with the filing of a short form base shelf prospectus (the "**Prospectus**") of FSD Pharma Inc. (the "**Corporation**") dated the date hereof relating to qualifying the distribution by the Corporation, from time to time, to purchasers in each of the provinces of Canada (other than Quebec) of up to an aggregate initial offering price of CAD\$100 million (or the equivalent in other currencies or currency units based on the applicable exchange rate at the time of such distribution(s)) 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**"), the Corporation hereby undertakes that it will file any documents affecting the rights of securityholders or material contracts, in accordance with section 7.1 of National Instrument 44-102 – *Shelf Distributions* and paragraphs 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions*, including the following:

- (a) the indenture or supplemental indenture for any offering of Debt Securities;
- (b) the warrant indenture for any offering of Warrants;
- (c) the subscription receipt agreement for any offering of Subscription Receipts; and
- (d) the unit agreement for any offering of Units.

DATED this 16th day of June 2020.

FSD PHARMA INC.

Per: "Donal Carroll" (SIGNED)
Donal Carroll
Chief Financial Officer