



Bennett Jones

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July 31, 2020

**VIA SEDAR**

**Ontario Securities Commission (principal regulator)**

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, Prince Edward Island

Dear Sirs/Mesdames:

**Re: FSD Pharma Inc. (the "Corporation") – Prospectus Supplement**

We refer to the prospectus supplement dated July 31, 2020 (the "**Prospectus Supplement**") to the short form base shelf prospectus of the Corporation dated June 16, 2020, qualifying the distribution by the Corporation of 2,762,430 Class B Subordinate Voting Shares ("**Class B Shares**") and 1,381,215 warrants (the "**Warrants**") to purchase Class B Shares for aggregate gross proceeds of \$9,999,996.60. Each Warrant will entitle the holder to purchase one Class B Share (each a "**Warrant Share**") at a price of US\$4.26 per Warrant Share at any time following issuance until the date that is five years after the date of issuance. The Prospectus Supplement also qualifies the distribution of 1,381,215 Warrant Shares issuable from time to time upon exercise of the Warrants.

We hereby consent to the reference to our name in the cover page to the Prospectus Supplement and under the headings "*Legal Matters*" and "*Interest of Experts*" within the Prospectus Supplement.

Yours truly,

**BENNETT JONES LLP**

(signed) "*Bennett Jones LLP*"