

FSD stock price all-time low.

FSD board and management compensation all-time high.

Vote **GOLD** PROXY ONLY FOR the RestoreFSD nominees today.

Website: RestoreFSD.com

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Dr. Raza Bokhari and his collaborating directors have spent shareholder money in these attempts to entrench themselves and prevent shareholders from having a say in the leadership of the company:

- Failure to Achieve Stated Goals:** Dr. Raza Bokhari and the Board identified several key goals. To date, Dr. Bokhari and his collaborating directors have failed to achieve any of these objectives: (i) while the Company's Phase 2 clinical trial was approved in September 2020, to date the Company has announced the enrollment of only one patient, out of an "expected" 352 patients, without providing specifics on any further enrollment, (ii) has been unable to dispose of the Cobourg Property, and (iii) has failed to identify any appropriate strategic acquisition opportunities, instead attempting (and failing) to execute transactions in unrelated industries and without adequate diligence.
- The Shareholder Meeting:** The company has not held a shareholder meeting since 2019, yet Dr. Bokhari and his collaborating directors used company funds to delay holding a meeting for as long as possible and have taken other actions to interfere with the democratic right of shareholders to determine who will serve as directors.
- The Court Order:** Dr. Raza Bokhari and his collaborating directors attempted to enter into a transaction that would have irreparably harmed the company, resulting in a court order preventing them from undertaking the transaction or taking any other actions outside the ordinary course of business prior to the May 14, 2021 shareholder meeting (the "Meeting").
- Dilution:** In just two months, Dr. Raza Bokhari and his collaborating directors have increased the number of outstanding Class B Shares by a staggering 88% while the share price was close to its all-time lows. Issuing this large number of shares has further depressed the share price.
- Share Grants:** Dr. Raza Bokhari and his collaborating directors granted themselves excessive compensation for services not yet rendered worth approximately \$6.7 million, comprised of cash and/or Class B Shares and such shares became subject to a court order prohibiting them from being voted at the Meeting.
- Lack of Transparency:** Repeated failures to disclose material information to shareholders, such as the court order and the resignation of the newly-hired CEO of FSD BioSciences, Inc.
- Expenses:** The collaborating directors approved over US \$1.4 million of Dr. Raza Bokhari's expenses in 2020, with little transparency or explanation.

HUGE Stock Performance

Class B Share Price (USD) since Dr. Raza Bokhari became interim CEO



This letter highlights information contained in the RestoreFSD information circular dated April 24, 2021 (the "Circular"). It does not contain all of the information that you should consider and should be read in conjunction with the Circular.

RestoreFSD has nominated five highly qualified directors.

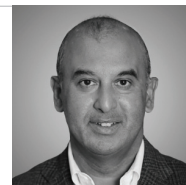
Anthony Durkacz

Mr. Durkacz has served as a director and the Executive Vice-President of First Republic Capital Corporation since 2014. Prior to co-founding the Company, Mr. Durkacz was President of Capital Ideas Investor Relations. He previously served as the Chief Financial Officer and a director of Snipp Interactive Inc., a global marketing solutions company that provides a modular software-as-a-service technology suite. Mr. Durkacz was instrumental in the financing and public listing of Snipp Interactive Inc. with operations in Canada, the United States of America, Mexico and India. From 2006 to 2009, he served as Chief Operating Officer and Chief Financial Officer of MKU Canada Inc. and engaged in mergers and acquisitions of companies around the world. Mr. Durkacz also served as the Chief Financial Officer and a director of Astris Energy Inc., a dual-listed public company in the United States and Canada which was acquired by an international conglomerate. Mr. Durkacz began his career at TD Securities on the capital markets trading floor. He holds an Honours Bachelor of Business Administration from Brock University with a major in both Accounting and Finance.



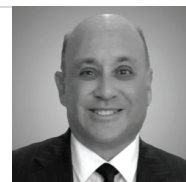
Nitin Kaushal

Mr. Kaushal has over 35 years of experience in the healthcare and financial services industry. He recently retired from PWC and has previously worked in the investment banking and venture capital industry with several leading firms. He sits on a number of public and private company boards and brings strong audit and governance experience. Mr Kaushal has a Bachelor of Science in Chemistry from the University of Toronto and is a Chartered Professional Accountant.



Lawrence (Larry) Latowsky

Mr Latowsky has over 30 years of leadership experience as a CEO and Board Director. Currently he is CEO of Canntab Therapeutics Ltd., an innovator in cannabinoid and terpene blend in hard pill form for medical therapeutic application. He was president and CEO of Drug Trading and Katz Group Canada from 1994-2006, the largest network of drugstores in Canada including Rexall, Pharmaplus, IDA and Guardian, a \$5 Billion network of sales. Mr Latowsky is a graduate of York University and University of Toronto Rotman Business School and the Institute of Corporate Directors of Canada program and has served on many profit and non-profit Boards including Chairman of Well.ca, one of Canada's leading e-commerce companies. Mr. Latowsky's experience is a unique blend of traditional retail, wholesale distribution, manufacturing and e-commerce based marketing and sales.



Zeeshan Saeed

As a founder of the Company, Mr. Saeed was instrumental in raising the initial seed capital and assisted FSD's transition into a public company. He played a key role in bringing together a team of professionals to facilitate crucial relationships and develop the Company's business plan. Prior to founding the Company, Mr. Saeed served as President of ZZ Telecommunications Inc., a long-distance telecommunications common carrier. He has experience in international capital markets and has helped various start-ups with raising initial funding and obtaining listings on various stock exchanges. Before entering capital markets, Mr. Saeed was the founder and Chief Executive Officer of Platinum Telecommunications Inc. He has a Bachelor of Science in Mechanical Engineering.



Fernando Cugliari

Fernando Cugliari is a qualified lawyer with over twenty years' experience called to the bar in Ontario and the Cayman Islands. He has been an international investment advisor in Canada with Scotia Wealth and in the Cayman Islands with RBC Dominion Securities and now with CIBC First Caribbean. He currently lives in the Cayman Islands and is a portfolio manager for high net worth, ultra-high net worth and institutional clients internationally.



The RestoreFSD nominees also support the election of the two new Management Director Nominees, Donal Carroll and Frank Lavelle. Information about these individuals is contained in the Management Circular.

If elected at the Meeting, the Concerned Shareholders' Nominees hope to restore FSD by:

- ✓ Focusing on acquiring biotechnology assets focused on legal medical cannabis and/or legal psychedelics to increase the Company's drug development pipeline and reduce reliance on a single compound;
- ✓ auditing the Company's current Phase 2 clinical trial to determine its current viability and better understand the risks and costs so that appropriate budgets can be created and followed and to determine whether it should be continued;
- ✓ implementing a strong financial and corporate governance framework so that directors and management are restricted in granting compensation to themselves at levels higher than industry standards;
- ✓ implementing audits of prior compensation and expenses incurred by the Company; and
- ✓ developing a robust investor relations function to better communicate FSD's value to the investment community.

Dr. Bokhari and his collaborating directors are destroying Shareholder value. The Share price has declined by over 97% and the Company's market capitalization has shrunk by over \$500 million since Dr. Bokhari was appointed Interim Chief Executive Officer on October 29, 2018.

During this time, Dr. Bokhari and his collaborating directors have attempted to refocus the Company as an early-stage pharmaceutical and biotechnology venture. Yet, they have failed to achieve any of its stated goals, deferred holding a Shareholder meeting and actively obstructed two founding directors who have questioned Dr. Bokhari's leadership and the complacency of his collaborating directors.

The collaborating directors have enabled Dr. Bokhari despite his poor performance and have disregarded his misconduct, including threatening two of the Concerned Shareholders and taking actions that have gratuitously exposed the Company to legal actions.

The Concerned Shareholders have taken action at their personal expense to compel the Company to hold the Meeting in a timely and fair fashion to elect directors who will address the continued erosion of Shareholder.

The Board's ineffective oversight of management and outrageous self-awards of bonus compensation are accelerating the Company's decline and must be stopped. This utter failure to address the Company's urgent needs, or even achieve stated goals, has been compounded by recent misconduct of the collaborating directors and management.

Shareholders are urged to read the Circular and also monitor the Concerned Shareholders' press releases and other filings at www.RestoreFSD.com to ensure they have all the information they require to take necessary action within the prescribed time periods in order to show their support for the Concerned Shareholders' proposed changes to the Board.

TIME IS OF THE ESSENCE. VOTE YOUR **GOLD** PROXY TODAY.

You may have received a proxy and information circular from management. To support the RestoreFSD nominees, VOTE ONLY using the enclosed **GOLD** proxy. If you have already voted using the management proxy and wish to vote FOR the RestoreFSD nominees, please vote using the enclosed **GOLD** form of proxy. This will automatically revoke any previous proxies submitted.

To ensure that your vote is counted, please vote by proxy even if you are planning to attend the meeting. The deadline to vote your **GOLD** proxy is May 11, 2021 at 5pm (Toronto/New York Time).

website: RestoreFSD.com

twitter: [@RestoreFSD](https://twitter.com/RestoreFSD)

facebook: [/RestoreFSD2021](https://facebook.com/RestoreFSD2021)



If you have any questions or require assistance with voting your shares, please contact:

North American Toll Free Phone: 1-800-530-5189

Local (Collect outside North America): 416-751-2066

Email: info@carsonproxy.com

If you have any questions or need assistance in completing your **GOLD** proxy, please call Carson Proxy toll-free at 1-800-530-5189

SOLICITATION BY AND ON BEHALF OF
THE CONCERNED SHAREHOLDERS OF FSD PHARMA INC.

FOR THE PROXIES OF THE HOLDERS OF
CLASS B SUBORDINATE VOTING SHARES OF

FSD PHARMA INC.

**AT THE ANNUAL AND SPECIAL MEETING OF FSD PHARMA INC.
TO BE HELD ON MAY 14, 2021 AT 9:00 A.M.**

This information circular (the “**Circular**”) prepared by Anthony Durkacz, Zeeshan Saeed, First Republic Capital Corp. (“**First Republic**”), Andrew Durkacz, Gloria Durkacz, Fortius Research and Trading Corp. (“**Fortius**”), Xorax Family Trust (“**Xorax**”) and Zachary Dutton (together, the “**Concerned Shareholders**”, “**we**” or “**our**”) solicits your **GOLD** proxy for a change in the board of directors (the “**Board**”) of FSD Pharma Inc. (“**FSD**” or the “**Company**”) at FSD’s annual general and special meeting of holders (“**Shareholders**”) of class B subordinate voting shares (“**Class B Shares**”) and class A multiple voting shares (“**Class A Shares**” and, together with Class B Shares, “**Shares**”) to be held on May 14, 2021 at 9:00 a.m. (Toronto/New York time) in a hybrid format at The Union League of Philadelphia at 140 S Broad St, Philadelphia, PA 19102 and the option to participate virtually, via online webcast using the LUMI meeting platform <https://web.lumiagm.com/254368544> (password: “fsd2021” (case sensitive)), and at any and all adjournments or postponements of such meeting (the “**Meeting**”).

THE CONCERNED SHAREHOLDERS RECOMMEND

- **Vote “FOR” the election of the five (5) Concerned Shareholders’ Nominees, Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari, and “FOR” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle, as directors of FSD.**
- **Vote “FOR” the re-appointment of MNP LLP as the auditor of the Company and authorizing the directors of the Company to fix the remuneration of MNP LLP.**
- **Vote “FOR” the Registered Office Change Resolution to change the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario.**
- **Vote “FOR” the Amended and Restated By-Law Resolution to approve and confirm the amended and restated by-law number 1.**

USE ONLY THE GOLD PROXY OR GOLD VOTING INSTRUCTION FORM TO VOTE YOUR SHARES. DO NOT VOTE USING THE BLUE MANAGEMENT PROXY OR VOTING INSTRUCTION FORM.

Stay up-to-date by following us at: www.RestoreFSD.com; Facebook: RestoreFSD; and Twitter: @RestoreFSD.

April 24, 2021

**Any questions and requests for assistance may be directed to the
Concerned Shareholders' Information and Proxy Solicitation
Agent:**



North American Toll Free Phone: 1-800-530-5189

Local (Collect outside North America): 416-751-2066

Email: info@carsonproxy.com

FORWARD-LOOKING STATEMENTS AND INFORMATION

Certain statements and information included, attached to or incorporated by reference, if any, into this Circular may contain “forward-looking statements” or “forward-looking information” within the meaning of applicable securities laws (collectively, the “**forward-looking statements**”), including, but not limited to, statements regarding the Meeting, the solicitation of proxies and voting in respect of the Meeting, the Concerned Shareholders, the intentions of the Concerned Shareholders or the Concerned Shareholders’ Nominees, the impact of the Concerned Shareholders’ Nominees, if elected, on the financial condition, operations, business and strategies of FSD and its shareholder value, the composition of the Board and future plans or prospects of FSD. All statements and information, other than statements of historical fact, included or incorporated by reference into this Circular are forward-looking statements, including, without limitation, statements regarding activities, events or developments that the Concerned Shareholders expect or anticipate may occur in the future. Such statements reflect the Concerned Shareholders’ current views and intentions with respect to future events and are subject to certain risks, uncertainties and assumptions. Forward-looking statements can usually be identified by the use of forward-looking words such as “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe” or “continue” or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

We caution readers of this Circular not to place undue reliance on forward-looking statements and information contained in the Circular, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements. These factors include: changes in FSD’s strategies, plans or prospects; general economic, industry, business, regulatory and market conditions; actions of FSD and its subsidiaries or competitors; the ability to implement business strategies and plans and pursue business opportunities and conditions in the pharmaceutical and biotechnology industries; risks relating to government regulation and changes thereto, including in respect of the regulations concerning Board composition, proxy solicitation and shareholder meetings; the state of the economy including general economic conditions globally and economic conditions in the jurisdictions in which FSD operates; the unpredictability and volatility of FSD’s share price; availability of sufficient financial resources to fund the Concerned Shareholders’ solicitation efforts; changes in commodity prices and tax rates; currency fluctuations; changes in tax rates; government regulation of biotechnology and pharmaceuticals; and dilution and future sales of Shares. These factors should not be construed as exhaustive. Shareholders are cautioned that all forward-looking statements involve known and unknown risks and uncertainties, including those risks and uncertainties detailed in the continuous disclosure and other filings of FSD and certain members of FSD’s operational, compensation and other noted peer groups with applicable securities regulators, copies of which are available on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com or on the Electronic Data Gathering, Analysis, and Retrieval (“**EDGAR**”) at www.sec.gov. We urge you to carefully consider those risks and uncertainties. The forward-looking statements contained in this Circular are expressly qualified in their entirety by this cautionary statement. The Concerned Shareholders do not assume responsibility for the accuracy or completeness of the forward-looking statements. The forward-looking statements included in this Circular are made as of the date of this Circular and the Concerned Shareholders undertake no obligation to publicly update or revise such forward-looking statements to reflect new information, subsequent events or otherwise, except as required by applicable law.

CURRENCY

Unless otherwise indicated, all amounts in this Circular are stated in Canadian dollars.

PROXY CIRCULAR

This Circular and the accompanying **GOLD** form of proxy and/or **GOLD** voting instruction form (a “**VIF**”) furnished in connection with this Circular, is being provided in connection with the solicitation by and on behalf of the Concerned Shareholders for your proxies to be used at the Meeting to be held on May 14, 2021 at 9:00

a.m. (Toronto/New York time) in a hybrid format at The Union League of Philadelphia at 140 S Broad St, Philadelphia, PA 19102 and the option to participate virtually, via online webcast using the LUMI meeting platform <https://web.lumiagm.com/254368544> (password: “fsd2021” (case sensitive)). The information contained in this Circular is given as of the date of this Circular, except where otherwise noted.

This solicitation is not made by or on behalf of management of the Company.

The Concerned Shareholders are soliciting your proxies for use at the Meeting for the election of the following five nominees (the “**Concerned Shareholders’ Nominees**”) as directors of FSD: Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari. The Concerned Shareholders are also soliciting your proxies for use at the Meeting for the election of two Management Nominees (as defined below): Donal Carroll and Frank Lavelle.

You were sent a management circular dated April 20, 2021 (the “Management Circular”) and a BLUE management form of proxy or voting instruction form (the “Blue Management Proxy”) from management of FSD soliciting proxies in connection with the Meeting. According to the Management Circular, management of FSD is proposing seven (7) nominees (the “Management Nominees”) for election to the Board.

Shareholders can only use one proxy form or VIF to vote their Shares. If you support our proposals, the Concerned Shareholders urge you to **IGNORE** any Blue Management Proxy and use the **GOLD** proxy form or the **GOLD** VIF enclosed with this Circular **ONLY**. Do **NOT** vote using the Blue Management Proxy. Shareholders will be able to vote in respect of all matters on the **GOLD** proxy form or the **GOLD** VIF. If you complete a Blue Management Proxy, you have the right to change your vote. To do so, simply sign, date and return the **GOLD** proxy form. A later-dated **GOLD** proxy form supersedes a previously completed Blue Management Proxy. A Beneficial Shareholder (defined herein) may revoke a VIF or proxy authorization form given to an intermediary at any time by written notice to the intermediary, except that an intermediary may not act on a revocation of a VIF or proxy authorization form that is not received by the intermediary in sufficient time prior to the Meeting.

Recommendation to Shareholders

THE CONCERNED SHAREHOLDERS RECOMMEND

- **Vote “FOR” the election of the five (5) Concerned Shareholders’ Nominees, Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari, and “FOR” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle, as directors of FSD.**
- **Vote “FOR” the re-appointment of MNP LLP as the auditor of the Company and authorizing the directors of the Company to fix the remuneration of MNP LLP.**
- **Vote “FOR” the Registered Office Change Resolution to change the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario.**
- **Vote “FOR” the Amended and Restated By-Law Resolution to approve and confirm the Amended and Restated By-Law No. 1.**

USE ONLY THE GOLD PROXY OR GOLD VIF TO VOTE YOUR SHARES. DO NOT VOTE USING THE BLUE MANAGEMENT PROXY.

Your vote is very important to the future of your investment in FSD. If, after reading this Circular, you agree that a change to the current Board is necessary and that the Concerned Shareholders' Nominees will better serve your interests as a Shareholder, please sign, date and deposit the enclosed **GOLD** proxy form or **GOLD** VIF. Please follow the instructions under the heading "*General Proxy Information*" in this Circular with respect to depositing a proxy.

IF YOU DEPOSIT A BLUE MANAGEMENT PROXY OR GIVE VOTING INSTRUCTIONS IN SUPPORT OF ANY MANAGEMENT NOMINEES, YOU MAY CHANGE YOUR VOTE, OPPOSE MANAGEMENT AND SUPPORT THE CONCERNED SHAREHOLDERS' NOMINEES BY COMPLETING AND SUBMITTING A GOLD PROXY OR GIVING VOTING INSTRUCTIONS IN ACCORDANCE WITH THE GOLD PROXY OR GOLD VIF. A GOLD PROXY VOTED LATER THAN ANY PREVIOUSLY SUBMITTED BLUE MANAGEMENT PROXY OR VOTING INSTRUCTIONS WILL AUTOMATICALLY REVOKE ANY PRIOR PROXY OR VOTING INSTRUCTIONS GIVEN. IF SHAREHOLDERS COMPLETE BOTH THE GOLD PROXY AND THE BLUE MANAGEMENT PROXY, THE LATER-DATED FORM OF PROXY WILL BE USED TO VOTE ANY SHARES REPRESENTED BY THE PROXY AT THE MEETING. ANY VOTES CAST ON AN EARLIER-DATED FORM OF PROXY WILL NOT BE COUNTED.

Unless otherwise noted, the information concerning FSD contained in this Circular has been taken from, or is based upon, publicly available documents or records on file with securities regulatory authorities in Canada and the United States and other public sources. Although the Concerned Shareholders have no knowledge that would indicate that any statement contained therein is untrue or incomplete, the Concerned Shareholders do not assume responsibility for the accuracy or completeness of such information or for any failure by FSD to disclose material information which may affect the significance or accuracy of such information.

Information concerning FSD is available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

Based on publicly available information, the head office of FSD is at 100 King St. West, Suite 3400, Toronto, Ontario, Canada, M5X 1A4 and the registered office of FSD is at 1 Rossland Road West, Suite 202, Ajax, Ontario, Canada, M5C 1P1.

A copy of this Circular may be obtained, on request and without charge, from our information and proxy solicitation agent, Carson Proxy Advisors Ltd. ("**Carson Proxy**"), by contacting them at 1-800-530-5189 (toll-free), or at 416-751-2066 (collect), or by email at info@carsonproxy.com, or under the Company's issuer profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

CONSOLIDATION

Effective October 16, 2019, the Company completed a consolidation of its Shares (the "**Consolidation**") on the basis of one post-Consolidation Share for every 201 pre-Consolidation Shares. The information in this Circular is provided on a post-Consolidation basis, where applicable.

NOTICE TO UNITED STATES SHAREHOLDERS

FSD is governed by the laws of Ontario and the federal laws of Canada applicable therein. This solicitation of proxies is not subject to the requirements of Section 14(a) of the United States *Securities Exchange Act of 1934*, as amended (the "**U.S. Exchange Act**"). Accordingly, this solicitation of proxies is made in the United States with respect to securities of FSD in accordance with Ontario and Canadian corporate and securities laws and this Circular has been prepared in accordance with disclosure requirements applicable in Ontario. Shareholders in the United States should be aware that these requirements are different from the requirements applicable to proxy statements under the U.S. Exchange Act.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Concerned Shareholders are residents of Canada and a substantial portion of their assets are located outside the United States. Shareholders may not be able to sue the Concerned Shareholders in

a foreign court for violations of United States federal securities laws. It may be difficult to compel foreign individuals to subject themselves to a judgment by a United States court.

THE REASONS FOR THIS CIRCULAR

On March 17, 2021, the Concerned Shareholders filed and mailed an information circular (the “**Original Circular**”) to Shareholders detailing their concerns and the specific conduct by Dr. Raza Bokhari and Stephen Buyer, Robert Ciaruffoli, James Datin, Gerald Goldberg and Larry Kaiser (the “**Collaborating Directors**”) that prompted this intervention. In the many weeks that have passed since that date, Dr. Bokhari and the Collaborating Directors have had adequate opportunities to respond to these concerns by taking actions that are in the best interest of FSD and its Shareholders. Unfortunately, that is not the path they have chosen.

Instead, Dr. Bokhari and the Collaborating Directors have taken a series of extraordinary and expensive actions to frustrate the rights of Shareholders. Worse still, to create the illusion of a turnaround strategy, Dr. Bokhari and the Collaborating Directors tried to enter into an ill-conceived transaction that would have irreparably harmed FSD (see “– *Improper Transaction*” below). That this action was improper is not merely the opinion of the Concerned Shareholders. The proposal was so inappropriate and harmful to FSD that the Concerned Shareholders sought an injunction to prevent it being implemented prior to the Meeting and, on April 9, 2021, a judge of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued an order preventing Dr. Bokhari and the Collaborating Directors from entering into the transaction or taking any other steps outside the ordinary course of business prior to the Meeting.

Management of FSD have concealed this material fact by failing to issue a press release. Management of FSD have also misled shareholders by claiming that the Concerned Shareholders are impeding an important acquisition. This is simply not true. The truth is that Dr. Bokhari and the Collaborating Directors have been prevented from entering into that transaction (or taking any other action outside the ordinary course of business) prior to the Meeting by a judge.

This misleading approach to disclosure is consistent throughout the Management Circular and in the Company’s recent press releases – Dr. Bokhari and Collaborating Directors have either failed to disclose material information to Shareholders or have done so in a way that it not accurate. The Concerned Shareholders will attempt to correct the record in responding to disclosure in the Management Circular.

Rather than repeat information previously provided, Shareholders are encouraged to review the “*The Reason for this Circular*” section in the Original Circular.

Misleading Statements by FSD Management

Management of FSD claim that the Concerned Shareholders are single-mindedly seeking to pursue the acquisition of a particular early-stage company in the psychedelics sector (the “**Target**”). This is simply not true. The proposed acquisition of the Target was previously rejected by Dr. Bokhari and the Concerned Shareholders now have no interest in pursuing a transaction with the Target. The truth, however, is that it was the manner in which Dr. Bokhari responded to this opportunity that elevated existing concerns of the Concerned Shareholders and ultimately led them to take action. The continued assertions that the Concerned Shareholders are acting to pursue this specific transaction (or any other transaction with the Target) are simply convenient misdirections of Shareholder attention away from the very real concerns with the actions of Dr. Bokhari and the Collaborating Directors that risk irreparable harm to FSD.

Management of FSD claim the Concerned Shareholders have undisclosed interests in the Target. This also is simply not true. Mr. Durkacz and his family were the only members of the Concerned Shareholders who had an interest in the Target, being an indirect minority ownership interest of approximately 6%, and he disclosed this interest orally to management on November 16, 2020 and then to the entire Board on November 17, 2020. This disclosure is confirmed in the written minutes of the Board. While this issue is irrelevant at this time, as there is no intention of having FSD enter into a transaction with the Target, the willful misrepresentation of verifiable facts is used by Dr. Bokhari and the Collaborating Directors as a misdirection of Shareholder attention.

While these misleading statements dominate the Management Circular, they are not the only inaccuracies.

Management of FSD also question both the qualifications and independence of the Concerned Shareholders' Nominees. As described in the section headed "*Election of Directors' – Concerned Shareholders' Nominees*", the Concerned Shareholders' Nominees are highly-qualified and well-respected individuals with proven records of success. They all have the experience required to help turn FSD around. All of the Concerned Shareholders' Nominees are independent for the purposes of applicable securities laws, including the requirements of the CSE and the Nasdaq Capital Market (the "**Nasdaq**").

The Management Circular states, without any factual support, that Dr. Bokhari would be entitled to receive in excess of \$30 million in the event that his employment is terminated by the Company without cause. This estimate of his entitlement is without merit.

FSD Funds Used to Delay and Obstruct Meeting Process

Since March 17, 2021, the date of the Original Circular, the Company has taken a number of actions that are costly and not in the best interests of Shareholders:

- As previously disclosed, on March 5, 2021, the Concerned Shareholders succeeded in obtaining a Court order that (i) FSD accelerate the date of its long overdue annual meeting of Shareholders to May 14, 2021 (rather than June 29, 2021 as proposed by the Company), (ii) an independent person (rather than Dr. Bokhari) be appointed to chair the Meeting and (iii) Dr. Bokhari and the Collaborating Directors not be permitted to cast the votes attached to their recently acquired Shares at the Meeting. After delaying for several weeks (belying any sense of urgency), on March 31, 2021, Dr. Bokhari and the Collaborating Directors appealed this decision in an effort to delay and improperly manipulate the Meeting – a concern addressed in the original Court order.
- On March 30, 2021, Dr. Bokhari, in a personal capacity, and FSD used corporate funds to commence a legal action against the Concerned Shareholders – arguing that the efforts of the Concerned Shareholders to exercise their legal rights and compel a prompt and fair election of directors to lead the Company is, in some manner, oppressive to them. The Concerned Shareholders regard this claim as frivolous and without any merit or legal foundation. It is merely an effort by Dr. Bokhari to spend the Company's money in order to frustrate the Concerned Shareholders – who are personally funding this intervention.
- On April 21, 2021, the Company filed a notice of record and meeting date indicating that the meeting would be held in Toronto, Ontario. In fact, contrary to common sense and public health protocols, Dr. Bokhari continued to insist that the meeting be conducted in person and that Shareholders who wanted to participate would be required to physically attend the Meeting. This is inconsistent with the common practice that has developed since the onset of the Covid-19 pandemic to host shareholder meetings with the use of technology that allows shareholders to attend through electronic means. Only after continued pressure from the Concerned Shareholders to allow electronic participation at the Meeting, and as a result of Dr. Bokhari's fear that a Court would intervene, did Dr. Bokhari relent. However, he concurrently announced a last-minute change to the city (and country) in which the Meeting will be held, which is simply another attempt to frustrate shareholder democracy.
- The March 5, 2021 Court order requires that the Company direct the appointment of an independent individual to act as chair of the meeting. The Concerned Shareholders have proposed the names of several well-qualified experts who are independent of all parties. Only after the Concerned Shareholders notified the Company's legal counsel that they would seek a further Court order if the Company did not respond, did Dr. Bokhari provide a list of individuals he would accept as the independent chair of the Meeting. The individuals proposed by Dr. Bokhari have no apparent qualifications or experience with Ontario corporate laws that govern FSD and regulate its shareholder meetings. Many are highly visible political figures (some currently elected to public

office) who seem unlikely candidates for such a role and there is no indication that any of them have agreed to act as the chair of the Meeting, are without conflict, or are even available on the Meeting date. This lack of cooperation on such a simple matter is another example of obstructive behaviour that is wasting the Company's money.

Dr. Bokhari and the Collaborating Directors continue to use the Company's money to delay and subvert the simple and fundamental act of the Shareholders selecting the directors who will guide the Company forward.

In order to address this, on April 6, 2021, Messrs. Durkacz and Saeed commenced a claim against the Company, Dr. Bokhari and the Collaborating Directors on the basis that, among other things, Dr. Bokhari and the Collaborating Directors have caused FSD to act in a manner that is oppressive, unfairly prejudicial to and that unfairly disregards the interests of Messrs. Durkacz and Saeed as shareholders, directors and, in the case of Mr. Saeed, officers of FSD. Among other remedies claimed, Messrs. Durkacz and Saeed are seeking to have Dr. Bokhari and the Collaborating Directors pay damages of \$68 million to FSD.

Lack of any Clear Strategy

Although Management of FSD claim to have a strategy for FSD, based on recent events and the disclosure in the Management Circular, it is unclear what this might be. In March 2020, the Company elected to pivot from medicinal cannabis to becoming an early-stage pharmaceutical and biotechnology venture. The Management Circular asserts this focus and disparages investment in the psychedelics industry; yet, it also repeatedly asserts that the acquisition of a psychedelic company is part of the Company's current acquisition strategy. Management are apparently focusing research and development efforts on developing COVID-19 treatment for humans but the only agreement the Company has recently announced relates to veterinary medicine. Most concerning, however, was management's recent attempt to rush through a material and transformational acquisition in yet another unrelated industry, this time being in dental care (see "*Improper Transaction*" below). This random assortment of proposed and actual initiatives lacks any clear focus and is in no way a coherent strategy for rebuilding FSD.

Management refers to Dr. Bokhari's strategy, the Company's successes in 2020 and its plans for acquisitions, but any detailed examination of the complete facts reveals these to be fictions. There have been no material advancements of the Company's plans or projects and the share price reflects that. Quite simply, any truly positive development would have been well-disclosed to Shareholders with the expectation that the markets would reflect that success in the trading price of the Company's shares. This has not happened.

Failure to Advance Stated FSD Management Goals

Following an attempted strategic refocus in March 2020, Dr. Bokhari and the Board identified several key goals: (i) conducting a phase 2 clinical trial for the use of the Company's lead compound in COVID-19 patients (the "**Phase 2 Clinical Trial**"), (ii) disposing of unnecessary assets, including the 620,000 square-foot cannabis processing facility in Cobourg, Ontario (the "**Cobourg Property**") that has become obsolete under the new business plan and (iii) identifying strategic acquisition opportunities to diversify the Company's business lines. In particular, the Board concluded that a strategic acquisition was an effective way to deploy the Company's substantial cash reserves to accelerate the transition into a pharmaceutical and biotechnology company. To date, Dr. Bokhari and the Board have failed to achieve any of these objectives: (i) while the Phase 2 Clinical Trial was approved in September 2020, so far the Company has announced the enrollment of only one patient, out of an "expected" 352 patients, without providing specifics on any further enrollment, (ii) while the Company listed its Cobourg Property for sale in the first quarter of 2020, it remains unable to dispose of the property, and (iii) management has failed to identify any appropriate strategic acquisition opportunities, instead attempting (and failing) to execute transactions in unrelated industries and without adequate diligence.

Improper Transaction

The recently proposed acquisition of a controlling interest in a privately-held early stage dental care company (the “**Dental Care Company**”) was of such great concern that the Concerned Shareholders sought an injunction to prevent Dr. Bokhari and the Collaborating Directors from acting precipitously in advance of the Meeting and, on April 9, 2021, a court granted an order preventing FSD from entering into the proposed transaction and, more broadly, from taking any other actions outside of the ordinary course prior to the Meeting. In the summer of 2020, the Company considered an opportunity to acquire the Dental Care Company, which is developing treatments for periodontal disease, and rejected it for a number of reasons. Faced with a looming shareholder meeting and no material evidence of having advanced FSD’s business, Dr. Bokhari resurrected the transaction and signed a letter of intent on April 2, 2021 (the holiday of Good Friday), sought board approval of the proposed transactions on April 8, 2021 and intended to close the transaction on April 12, 2021. Although there was no evidence that the Dental Care Company had advanced its business model in any appreciable way, the proposed deal made the purchase of only a portion of the company substantially more expensive than the previously proposed price for acquiring the entire company.

Dr. Brennan, the Company’s Chief Medical Officer and the individual who completed the scientific diligence review of the Dental Care Company, has a material, indirect ownership interest in that company that is conveniently not disclosed in the Management Circular – notwithstanding that it is a substantially greater financial interest than the fully-disclosed minority interest of Mr. Durkacz in the Target (with which no transaction has been formally proposed) that is referred to repeatedly in the Management Circular. Unusually, the transaction featured a price protection mechanism for the sellers that would only work to increase the number of shares issued by FSD in the event of a decline in its share price, without a corresponding adjustment in FSD’s favour in the event that its share price increases.

The details of the proposed transaction were provided to Board members for consideration on less than 24 hours’ notice. Consistent with the timeline described above, the materials included had all been prepared within only a few days of the date of their delivery, with some marked as draft – far from evidence of a complete and careful evaluation of the possible transaction over many months as suggested by Management. Deliberation at the Board meeting was brief and the transaction was approved by Dr. Bokhari and the Collaborating Directors, with the intention that it would be concluded within days – prior to the Company’s obligation to mail the Management Circular. This would have allowed Dr. Bokhari and the Collaborating Directors to point to a material transaction as false evidence of their successful execution of their apparent strategy. The proposed acquisition was for a combination of a significant amount of cash and a large number of shares and was to be coupled with a private placement of a large number of Class B Shares to unidentified purchasers. As a director, Mr. Durkacz challenged the transaction’s merits, the Company’s evaluation process, the apparent conflicts of interest and, above all, the desire to rush the transaction to completion by a deadline that was without any purpose. Nonetheless, Dr. Bokhari and the Collaborating Directors approved the transaction.

The Concerned Shareholders raised this with the Court and, within a day, a judge determined that there were concerns that this transaction could result in irreparable harm to FSD and ordered that neither it, nor any other transaction out of the ordinary course of business, be undertaken by FSD prior to the Meeting. Dr. Bokhari and the Collaborating directors promptly challenged the Court order. On April 16, 2021, the judge confirmed his earlier order, stating that Dr. Bokhari and the Collaborating Directors had sought to implement a material transaction that would fundamentally alter the playing field on which the Meeting would take place and that the transaction itself and the process under which it was approved raise serious questions about its *bona fides*. This is markedly different to the story that Dr. Bokhari and the Collaborating Directors tell in the Management Circular – that Messrs. Durkacz and Saeed are unjustly impeding a *bona fide* corporate transaction that is clearly in the best interest of FSD and its shareholders. While all of this information has been part of a public court process, the Company has concealed the details from Shareholders and misrepresented the facts in the Management Circular. It is entirely likely that Dr. Bokhari will commence another frivolous legal claim against the Concerned Shareholders for attempting to reveal the truth of his actions.

Dilution of Shareholder Interests Through Unnecessary and Ill-Timed Share Issuances

Since the Concerned Shareholders’ requisition on January 4, 2021 for a shareholder meeting (the “**Requisition**”), the Company has issued a staggering number of Class B Shares – a number equal to approximately 88% of the Class B Shares outstanding on that date. It has done this at a time when the Share price has been close to its all-time lows. This action has diluted Shareholder interests and further depressed Share prices.

First, under an at-the-market offering of its Class B Shares adopted by the Company in July 2020 (the “**2020 ATM Offering**”), the Company has issued over 7,412,574 Class B Shares since the Requisition, with 99.2% of these Shares being issued between February 1 and 10, 2021. The Shares that eight trading-day period were issued at a weighted average price of US\$2.69 per Share, which can be compared to the average price of US\$3.83 at which the Class B Shares were trading in the eight trading-day period following the launch of the 2020 ATM Offering.

Promptly following the exhaustion of the 2020 ATM Offering, Dr. Bokhari called a Board meeting on a mere three hours’ notice to adopt a new at-the-market offering (the “**2021 ATM Offering**”) authorizing a further issuance of US\$20,000,000 Class B Shares. From February 11, 2021 to March 12, 2021, the Company issued 7,247,288 Class B Shares under the 2021 ATM Offering, at a weighted average issue price of US\$2.51 per Share, an even lower price than that received for the 2020 ATM Offering issuances. Following March 12, 2021, the Company continued to issue shares at historically low prices.

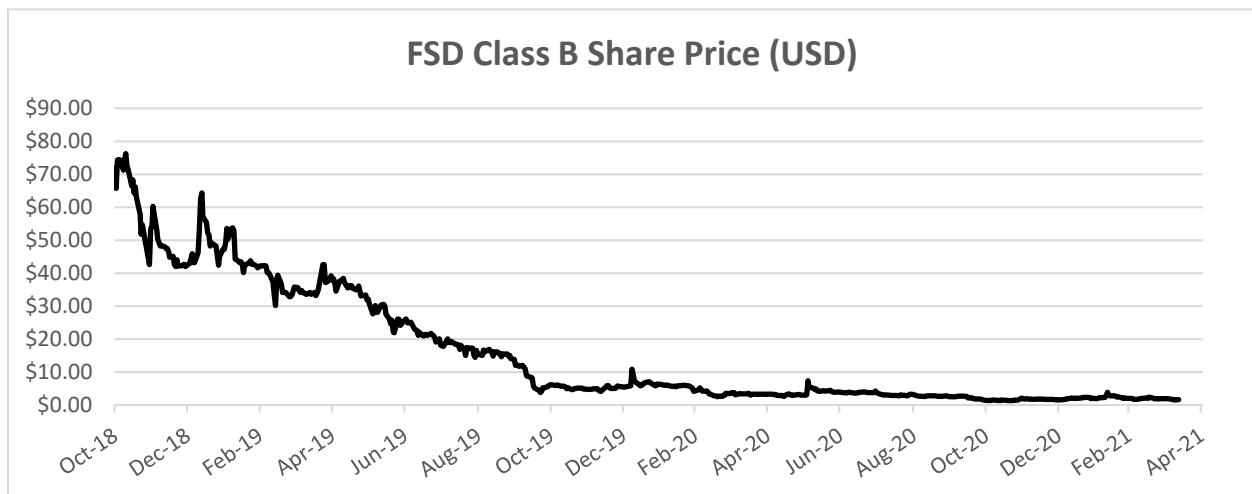
These recent Share issuances depart from any semblance of normal and appropriate governance process. These Share issuances are coming at a time when the trading price of the Class B Shares is at a low point and the Company’s cavalier financing practices are harming all Shareholders by diluting their ownership interests and further depressing the Share price.

On April 1, 2021, the Company filed a preliminary base shelf prospectus to provide for the issuance of up to US\$100 million more Class B Shares. If Dr. Bokhari and the Collaborating Directors are elected at the Meeting, Shareholders should reasonably anticipate further questionable Share issuances.

Concerns Regarding Management Actions

The points made in the Original Circular remain unaltered and have been compounded by new issues. Dr. Bokhari and the Collaborating Directors have:

- failed to address the dramatic loss of Shareholder value, with the Class B Shares trading over 97% lower than when Dr. Bokhari was appointed Interim Chief Executive Officer;



- failed to effectively implement the Company’s business plan to become a pharmaceutical and biotechnology company;
- massively diluted Shareholder interests by issuing almost 17 million Class B Shares at low prices, increasing the number outstanding by approximately 88% in just two months;
- awarded over \$5.7 million of bonus Share compensation to Dr. Bokhari in February 2021 for services yet to be provided and close to \$1 million in Shares and/or cash to the Collaborating Directors (Stephen Buyer, Robert Ciaruffoli, James Datin, Gerald Goldberg and Larry Kaiser), the latter amount being almost twice the previous year’s compensation;
- become subject to a court order preventing FSD from undertaking both a specific transaction in which there was a conflict of interest and, more generally, any other transaction outside of the ordinary course of business prior to the Meeting;
- attempted to delay and manipulate the Meeting;
- repeatedly failed to disclose material information to Shareholders, such as the April 9, 2021 Court order, the resignation of Randell Mack, the newly-hired President of FSD BioSciences, Inc., less than one month following the announcement of his appointment, and the consistent failure to achieve previously announced operational goals;
- continued to waste the Company’s funds with frivolous legal claims against the Concerned Shareholders on behalf of both the Company and Dr. Bokhari personally;
- caused FSD to reimburse Dr. Bokhari’s privately owned and controlled company for over \$1.4 million of expenses in 2020, with limited transparency or explanation; and
- taken retaliatory actions against Concerned Shareholders that have unnecessarily exposed FSD to liability.

We are asking Shareholders to vote with the Concerned Shareholders at the Meeting to replace Dr. Bokhari, Stephen Buyer, Robert Ciaruffoli, James Datin, Gerald Goldberg and Larry Kaiser with a new board comprised of five highly-qualified individuals who are strongly motivated to restore FSD. These nominees are Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Larry Latowski and Fernando Cugliari. Further details about these nominees are included below under “*Election of Directors – Concerned Shareholders’ Nominees.*”

The Company’s Future

If elected at the Meeting, the Concerned Shareholders’ Nominees hope to restore FSD by:

- renewed focus on acquiring biotechnology assets focused on legal medical cannabis and/or legal psychedelics to increase the Company’s drug development pipeline and reduce reliance on a single compound;
- auditing the Company’s current Phase 2 Clinical Trial to determine its current viability and better understand the risks and costs so that appropriate budgets can be created and followed and to determine whether it should be continued;
- implementing a strong financial and corporate governance framework so that directors and management are restricted in granting compensation to themselves at levels higher than industry standards;
- implementing audits of prior compensation and expenses incurred by the Company; and

- developing a robust investor relations function to better communicate FSD's value to the investment community.

Conclusion

The Management Circular describes the Concerned Shareholders, on the one hand, and Dr. Bokhari and the Collaborating Directors, on the other hand, as having dramatically different visions for the Company's future. That is perhaps the one matter on which all parties can agree.

The Concerned Shareholders believe that Dr. Bokhari and the Collaborating Directors are destroying Shareholder value. Since early 2019, Dr. Bokhari has attempted to refocus the Company as an early-stage pharmaceutical and biotechnology venture. Not only has he failed to achieve any of the stated goals, he has aggressively rejected any questioning of his performance. In fact, that is at the core of the issues raised by the Concerned Shareholders in this circular.

Messrs. Durkacz and Saeed challenged Dr. Bokhari's judgment on a possible transaction. Given the Company's dire circumstances and need for change, they felt the opportunity merited more consideration. This could have been easily addressed through an ordinary, objective evaluation process. Instead, their concerns were rejected by Dr. Bokhari and their efforts to seek broader engagement on the matter by the Board were frustrated. In this context, it was clear to the Concerned Shareholders that, while Dr. Bokhari and the Collaborating Directors were happy to continue extracting exorbitant sums from the Company as personal compensation, the will and means for implementing the actions needed to turn FSD around were lacking.

The Concerned Shareholders have sought to hold a long-overdue shareholder meeting to allow the shareholders to determine the Company's future path. Over the past few months, Dr. Bokhari and the Collaborating Directors have made extraordinary efforts to delay and manipulate the outcome of the Meeting. They have issued an extraordinary number of Shares and have awarded themselves excessive and unearned compensation. To bolster their claims of success in advancing the Company's strategy, they have attempted to hastily undertake ill-conceived transactions in which at least one member of senior management involved in the evaluation process has a personal economic interest.

The Management Circular provides disingenuous explanations of the Board's actions and strategically omits facts that are inconsistent with these tales. This misleading disclosure is coupled with the Company's failure to disclose many material matters to Shareholders in the ordinary course, such as the fact that a judge issued an order to prevent Dr. Bokhari and the Collaborating Directors from undertaking any transactions prior to the Meeting.

In reading this Circular and the Management Circular, Shareholders will perceive two different characterizations of events and, rightly, may wonder which description should guide their decisions on how to vote their Shares. What is incontrovertible is that not once but twice since the Concerned Shareholders commenced this process, at their personal expense, courts have intervened to support their requests. Such intervention happens only where there is a perception that to not take such action might harm the interests of Shareholders. Shareholders should consider this as well as the lack of disclosure around material events that has been used to obscure the conduct of Dr. Bokhari and the Collaborating Directors, as well as the consequences of their actions.

At their own expense, the Concerned Shareholders have taken the actions needed to compel the Company to hold the Meeting in a fair and timely fashion. In the ordinary course, such actions should not be necessary. But in this case, the Concerned Shareholders have also been required to act to prevent actions that would have irreparably harmed FSD prior to the Meeting. If the Management Nominees are elected, it should be anticipated that such conduct will continue unchecked.

The Concerned Shareholders ask that you vote your Shares using the **GOLD** proxy or **GOLD** VIF to support change and help to Restore FSD.

Dr. Bokhari and the Collaborating Directors have:

- failed to address the dramatic loss of Shareholder value,
- failed to implement the Company’s business plan to become a pharmaceutical and biotechnology company,
- massively diluted Shareholder interests,
- enriched themselves,
- become subject to a court order prohibiting non-ordinary course transactions,
- attempted to delay and manipulate the Meeting,
- failed to disclose material information to Shareholders,
- wasted Shareholder money with frivolous legal claims, and
- taken retaliatory actions against Concerned Shareholders.

The Concerned Shareholders are calling on all Shareholders to vote with them at the Meeting by depositing the enclosed **GOLD** proxy form or **GOLD** VIF in accordance with the instructions under the heading “*General Proxy Information*” in this Circular.

To preserve and rebuild the Company, the Concerned Shareholders are asking you to:

- Vote “FOR” the election of the five (5) Concerned Shareholders’ Nominees, Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari, and “FOR” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle, as directors of FSD;
- Vote “FOR” the re-appointment of MNP LLP as the auditor of the Company and authorizing the directors of the Company to fix the remuneration of MNP LLP;
- Vote “FOR” the Registered Office Change Resolution to change the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario; and,
- Vote “FOR” the Amended and Restated By-Law Resolution to approve and confirm the Amended and Restated By-Law No. 1.

USE ONLY THE GOLD PROXY OR GOLD VOTING INSTRUCTION FORM TO VOTE YOUR SHARES. DO NOT VOTE USING THE BLUE MANAGEMENT PROXY OR VOTING INSTRUCTION FORM.

MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

The Concerned Shareholders propose to replace all of the members of the Board, other than Mr. Durkacz. Shareholders will be asked at the Meeting to elect the Concerned Shareholders’ Nominees as directors of the Company to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed. The Concerned Shareholders’ Nominees are Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari.

The Concerned Shareholders recommend that you vote “FOR” the election of the five (5) Concerned Shareholders’ Nominees, Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari, and “FOR” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle, as directors of the Board. See the Management Circular for information regarding these two Management Nominees.

The Blue Management Proxy proposes seven (7) Management Nominees for election to the Board. The nominees that receive the most “for” votes at the Meeting will comprise the future Board of FSD. Shareholders can only use one proxy form or VIF to vote their Shares. If you support our proposals, the Concerned Shareholders urge you to **IGNORE** any Blue Management Proxy and use the **GOLD** proxy form or the **GOLD** VIF enclosed with this Circular **ONLY**. Do **NOT** vote using the Blue Management Proxy. If Shareholders complete both the **GOLD** proxy and the Blue Management Proxy, a later-dated form of proxy supersedes a previously completed form of proxy. Any votes cast on an earlier-dated form of proxy will not be counted.

If you support the election of the five (5) Concerned Shareholders’ Nominees for election to the Board, complete and submit ONLY the GOLD proxy. Unless a Shareholder directs that his or her Shares are to be withheld from voting, the individuals named in the enclosed GOLD proxy will vote “FOR” the election of the five (5) Concerned Shareholders’ Nominees and “FOR” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle.

Current Board of Directors

To the knowledge of the Concerned Shareholders, the current Board is comprised of the following seven individuals: Dr. Bokhari, Stephen Buyer, Robert Ciaruffoli, James Datin, Gerald Goldberg, Larry Kaiser and Anthony Durkacz. Each such director currently holds office until the next annual meeting of the Company or until a successor is elected or appointed.

Information regarding the current Board members’ location of residence, term of office, Board committee membership(s), present principal occupation, business or employment, positions held at the Company or any of its subsidiaries and securities of the Company or its subsidiaries beneficially held, other than in respect of Mr. Durkacz, is not within the knowledge of the Concerned Shareholders, as the Concerned Shareholders only have access to public information regarding FSD. For this information, please refer to the Management Circular and other continuous disclosure filed by the Company on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

Concerned Shareholders’ Nominees

The Concerned Shareholders propose to nominate the five highly qualified and experienced individuals set out below for election to the Board at the Meeting, three of which would be new and independent directors. The following table sets out, in respect of each Concerned Shareholders’ Nominee, the individual’s name, province or state and country of residence, age, the individual’s present occupation and principal occupation over the previous five years, and the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by such individual:

Name, Province or State and Country of Residence, and Age of Nominee⁽¹⁾	Present Principal Occupation and Occupation(s) for the Previous Five Years	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽³⁾
Anthony Durkacz <i>Toronto, Ontario, Canada</i> Age: 45	Director of FSD since June 18, 2018; Director and Executive Vice-President of First Republic Capital Corporation since 2014; President of Fortius since 1999.	450,058 ⁽⁴⁾
Zeeshan Saeed <i>Mississauga, Ontario, Canada</i> Age: 51	Director of FSD from May 24, 2018 to January 25, 2021; President from May 2019 to January 25, 2021; Executive Vice President of FV Pharma Inc. from December 1, 2017 to May 2019; Consultant to FV Pharma Inc. from October 2013 to December 2017; President of ZZ	504,476 ⁽⁵⁾

Name, Province or State and Country of Residence, and Age of Nominee ⁽¹⁾	Present Principal Occupation and Occupation(s) for the Previous Five Years	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽³⁾
	Telecommunications Inc. from April 2003 to December 2017.	
Nitin Kaushal ⁽²⁾ <i>Richmond Hill, Ontario, Canada</i> Age: 55	President of Anik Capital Corp. since March 2020; Managing Director in the corporate finance practice at PricewaterhouseCoopers from 2012 to February 2020.	Nil
Lawrence (Larry) Latowsky ⁽²⁾ <i>Aurora, Ontario, Canada</i> Age: 61	Chief Executive Officer of Canntab Therapeutics Ltd. since June 2020; Chairman and Chief Executive Officer of Top Drug Corp. from 2014 to 2020.	Nil
Fernando Cugliari ⁽²⁾ <i>Crystal Harbour, Grand Cayman, Cayman Islands</i> Age: 45	International Investment Advisor at CIBC FirstCaribbean International Bank since May 2018; Head of the Private Client and Private Equity Group at Etienne Blake Attorneys at Law from November 2017 to April 2018; General Counsel and Chief Operating Officer of FasPay Global from September 2016 to September 2017; Associate Portfolio Manager & International Investment Advisor at RBC Wealth Management from June 2012 to May 2016.	Nil

- (1) The information concerning each of the Concerned Shareholders' Nominees in this table has been furnished by the respective Concerned Shareholders' Nominee.
- (2) These Concerned Shareholders' Nominees have not been and are not currently directors of the Company, nor have these Concerned Shareholders' Nominees held any other position or office with the Company or any of its affiliates in the past five years.
- (3) Reflects ownership as of the date hereof.
- (4) See "About the Concerned Shareholders – Anthony Durkacz and Fortius Research and Trading Corp." for further details.
- (5) See "About the Concerned Shareholders – Zeeshan Saeed" for further details.

Each of the Concerned Shareholders' Nominees has consented to being named as a nominee in this Circular. It is not contemplated that any of the Concerned Shareholders' Nominees will be unable to stand for election to the Board at the Meeting or to serve as a director if elected. However, if for any reason any of the Concerned Shareholders' Nominees do not stand for election to the Board at the Meeting or are unable to serve as such, proxies in favour of the Concerned Shareholders' Nominees will be voted for another nominee in the discretion of the person(s) named as proxyholder in the enclosed **GOLD** proxy form or **GOLD** VIF unless the Shareholder has specified in his/her proxy or VIF that his/her Shares are to be withheld from voting in the elections of the Concerned Shareholders' Nominees.

To the knowledge of the Concerned Shareholders, there are no arrangements or understandings between any of the Concerned Shareholders' Nominees and any other person or company pursuant to which the Concerned Shareholders' Nominees are to be elected. The Concerned Shareholders acknowledge that if the Concerned Shareholders' Nominees are elected or appointed to the Board, all of their activities and decisions as a director will be governed by applicable law and subject to the directors' fiduciary duties to the Company and the

Shareholders, as applicable, and, as a result, there is, and can be, no agreement between the Concerned Shareholders' Nominees and the Concerned Shareholders that governs the decisions which the Concerned Shareholders' Nominees will make as directors of the Company.

If elected, each of the Concerned Shareholders' Nominees and other elected members of the Board will hold office until the close of the Company's next annual meeting of Shareholders or until a successor has been elected or appointed in accordance with the Company's articles and by-laws, unless his or her office is earlier vacated. If elected, the Concerned Shareholders' Nominees will be required to discharge their duties as directors of the Company consistent with all applicable legal requirements, including fiduciary obligations imposed on all corporate directors.

The Concerned Shareholders' Nominees are highly experienced and qualified business leaders from a broad range of sectors. Each of the Concerned Shareholders' Nominees is committed to using his own independent business judgment, gained over decades of business leadership, to create long-term value for all Shareholders.

Biographies for each of the Concerned Shareholders' Nominees

Anthony Durkacz

Mr. Durkacz has served as a director and the Executive Vice-President of First Republic Capital Corporation since 2014. Prior to co-founding the Company, Mr. Durkacz was President of Capital Ideas Investor Relations. He previously served as the Chief Financial Officer and a director of Snipp Interactive Inc., a global marketing solutions company that provides a modular software-as-a-service technology suite. Mr. Durkacz was instrumental in the financing and public listing of Snipp Interactive Inc. with operations in Canada, the United States of America, Mexico and India. From 2006 to 2009, he served as Chief Operating Officer and Chief Financial Officer of MKU Canada Inc. and engaged in mergers and acquisitions of companies around the world. Mr. Durkacz also served as the Chief Financial Officer and a director of Astris Energi Inc., a dual-listed public company in the United States and Canada which was acquired by an international conglomerate. Mr. Durkacz began his career at TD Securities on the capital markets trading floor. He holds an Honours Bachelor of Business Administration from Brock University with a major in both Accounting and Finance.

For more information about Mr. Durkacz, see "*About the Concerned Shareholders – Anthony Durkacz and Fortius Research and Trading Corp.*".

Zeeshan Saeed

As a founder of the Company, Mr. Saeed was instrumental in raising the initial seed capital and assisted FSD's transition into a public company. He played a key role in bringing together a team of professionals to facilitate crucial relationships and develop the Company's business plan. Prior to founding the Company, Mr. Saeed served as President of ZZ Telecommunications Inc., a long-distance telecommunications common carrier. He has experience in international capital markets and has helped various start-ups with raising initial funding and obtaining listings on various stock exchanges. Before entering capital markets, Mr. Saeed was the founder and Chief Executive Officer of Platinum Telecommunications Inc. He has a Bachelor of Science in Mechanical Engineering.

For more information about Mr. Saeed, see "*About the Concerned Shareholders – Zeeshan Saeed*".

Nitin Kaushal

Since March 2020, Nitin Kaushal has served as President of Anik Capital Corp., his family's holding company. In February 2020, he retired from PricewaterhouseCoopers Canada ("PwC") where he was a Managing Director in the corporate finance practice, which focused on the pharmaceutical and healthcare spaces. He had worked at PwC since 2012. Mr. Kaushal has over 30 years of experience in the healthcare and financial services industries,

focusing on the biotechnology, medical devices and healthcare services markets. He was a Managing Director of leading healthcare investment banking teams at a number of Canadian investment banks including Desjardins Securities Inc., Orion Securities Inc., Vengate Capital, HSBC Securities Inc. and Gordon Capital. He has been involved in over 50 mergers and acquisitions, strategic advisory roles and licensing assignments for a range of companies from early-stage biotechnology companies to large pharmaceutical companies. He has participated in capital market transactions ranging from private placements to initial public offerings to bought deal underwritings in excess of \$2B and has been a speaker at leading biotech conferences, including BIO and BioFinance. His entry into the biotech/healthcare space was in 1991 with MDS Capital Corp., a leading healthcare venture capital firm.

Mr. Kaushal sits on a number of public and private company boards in the biotech and healthcare space, including Delta 9 Cannabis Inc., The Valens Company Inc., High Tide Inc. VieMed Healthcare Inc., Starton Therapeutics Inc., Flower One Holdings Inc. and PsyBio Therapeutics Corp. Mr. Kaushal has a Bachelor of Science in Chemistry from the University of Toronto and is a Chartered Professional Accountant.

Lawrence (Larry) Latowsky

Mr. Latowsky is currently Chief Executive Officer of Canntab Therapeutics Ltd., an innovator in cannabinoid and terpene blends in hard pill form for therapeutic application. Mr. Latowsky has held a number of leadership positions throughout his career, including Chairman and Chief Executive Officer of Top Drug Corp. from 2014 to 2020 and past President and CEO of Katz Group Canada, the largest network of drugstores in Canada. Mr. Latowsky also led Propharm Technology and DC Labs, a vertical manufacturing and packaging division of pharmaceuticals and over-the-counter drug store product. Mr. Latowsky is a graduate of the University of Toronto Rotman Business School and Institute of Corporate Directors of Canada program and has served on many profit and non-profit boards, including as Chairman of the board for Well.ca, one of Canada's leading E-commerce companies. Mr. Latowsky's experience is a unique blend of traditional retail bricks and mortar, distribution, manufacturing and e-commerce/internet-based marketing and sales.

Fernando Cugliari

Mr. Cugliari has over 20 years of experience in finance and law, and is an attorney qualified to practice in Ontario and the Cayman Islands. Mr. Cugliari is currently an International Investment Advisor at CIBC FirstCaribbean International Bank, where he provides comprehensive investment advisory services to high and ultra-high-net-worth individuals and their families, as well as insurance, corporate, institutional and pension fund clients. From November 2017 to April 2018, Mr. Cugliari worked as the Head of the Private Client and Private Equity Group at Etienne Blake Attorneys at Law, a law firm in the Cayman Islands, and from September 2016 to September 2017 he worked as General Counsel and Chief Operating Officer for FasPay Global, an international financial and payments technology company. He previously held senior positions in law firms in Ontario.

Independence

Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari are “independent” of FSD within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Instrument 52-110 – *Audit Committees*. Further, all of the Concerned Shareholders’ Nominees are “financially literate” and have the skills required in order to be members of the Audit Committee of FSD. Following the election of the Concerned Shareholders’ Nominees, we expect that the resulting Board will be composed of a majority of independent directors.

Messrs. Durkacz and Saeed have been employees and/or executive officers of the Company within the past three financial years. Mr. Durkacz served as the Company’s Executive Co-Chairman from October 2018 to November 17, 2020. Mr. Saeed served as President of FSD from May 2019 to January 25, 2021 and Executive Vice President of FV Pharma Inc., as subsidiary of the Company, from December 1, 2017 to May 2019. For more information about Messrs. Durkacz and Saeed, see “*About the Concerned Shareholders*” and “*– Concerned Shareholders’ Nominees*”.

The Management Circular indicates that Donal Carroll is not “independent” and that Frank Lavelle is “independent” within the meaning of NI 58-101. If Donal Carroll and Frank Lavelle were to be elected as directors in addition to the Concerned Shareholders’ Nominees, we expect that the resulting Board will be composed of a majority of independent directors.

Cease Trade Orders and Bankruptcies

Except as disclosed below, to the knowledge of the Concerned Shareholders, no Concerned Shareholders’ Nominee (or a personal holding company of such Concerned Shareholders’ Nominees) is, or has been, within 10 years before the date of this Circular, a director or executive officer of any company that:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days (an “**order**”) that was issued while the Concerned Shareholders’ Nominee was acting in the capacity as a director or an executive officer;
- (b) was subject to an order that was issued after the Concerned Shareholders’ Nominee ceased to be a director or executive officer in the company being the subject of an order and which resulted from an event that occurred while that Concerned Shareholders’ Nominee was acting in the capacity as director or executive officer; or
- (c) has, while the Concerned Shareholders’ Nominee was acting in that capacity or within a year of ceasing to act in the capacity of a director or executive officer, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Kaushal served as a director of 3 Sixty Risk Solutions Ltd. (“**3 Sixty**”) from June 2019 to April 12, 2021. On June 9, 2020, 3 Sixty announced that it was not able to file its annual financial statements and accompanying management’s discussion and analysis for the financial year ended December 31, 2019 within the period prescribed for such filings. 3 Sixty made an application for a management cease trade order (the “**MCTO**”) and, on June 18, 2020, the MCTO was issued by the Ontario Securities Commission (the “**OSC**”) and restricted all trading in securities of 3 Sixty by its directors and officers until two business days following the completion of the required filings. On July 15, 2020, the OSC revoked the MCTO and issued a failure-to-file cease trade order (the “**FFCTO**”) in replacement of it, ordering that all trading in the securities of 3 Sixty would cease, except in accordance with the conditions of the FFCTO, if any, for so long as the FFCTO remains in effect. As of the date of this Circular, the FFCTO remains in effect. According to 3 Sixty’s public disclosure, it will seek to have the FFCTO revoked and trading reinstated once all outstanding continuous disclosure documents have been filed.

Mr. Durkacz has been serving as director of FSD since June 18, 2018. On March 5, 2021, FSD was subject to a court order with respect to the Meeting. See “*The Reasons for this Circular—FSD Funds Used to Delay and Obstruct Meeting Process*” for further details. On April 9, 2021, the Court ordered an injunction restraining FSD, Dr. Raza Bokhari, Stephen Buyer, Robert Ciaruffoli, James Datin, Gerald Goldberg and Larry Kaiser from having FSD undertake several specific transactions or any other transaction outside the ordinary course of business prior to the Meeting. See “*The Reasons for this Circular—FSD Funds Used to Delay and Obstruct Meeting Process*” for further details.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders’ Nominees have, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromised with creditors, or had a receiver, manager or trustee appointed to hold their assets.

Penalties and Sanctions

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders' Nominees have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely be considered important to a reasonable securityholder making a decision about whether to vote for any Concerned Shareholders' Nominee.

Appointment of Auditor

MNP LLP was appointed auditor of FSD on November 29, 2019.

It is proposed that MNP LLP be re-appointed as the auditor of the Company to hold office until the close of the next annual meeting of the Shareholders of the Company and that the directors of the Company be authorized to set the auditor's remuneration.

The Concerned Shareholders recommend that Shareholders vote "FOR" the re-appointment of MNP LLP as auditor of FSD. Unless a Shareholder directs that his or her Shares are to be withheld from voting, the individuals named in the enclosed GOLD proxy will vote "FOR" the re-appointment of MNP LLP as the auditor of the Company until the close of the next annual meeting of the shareholders of the Company or until its successor is appointed and the authorization of the directors of the Company to fix the remuneration of MNP LLP.

Change of Registered Office Address

According to the Management Circular, at the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass a special resolution to change the municipality of the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario (the "**Registered Office Change Resolution**"), which is discussed in greater detail in the Management Circular.

The Concerned Shareholders recommend that the Shareholders vote "FOR" the Registered Office Change Resolution. Unless a Shareholder directs that his or her Shares are to be voted against the Registered Office Change Resolution, the individuals named in the enclosed GOLD proxy will vote "FOR" the Registered Office Change Resolution.

Amended and Restated By-Law Number 1

According to the Management Circular, at the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to approve an ordinary resolution approving, confirming and ratifying the Company's amended and restated by-law number 1 (the "**Amended and Restated By-Law Resolution**"), which is discussed in greater detail in the Management Circular.

The Concerned Shareholders recommend that Shareholders vote "FOR" the Amended and Restated By-Law Resolution. Unless a Shareholder directs that his or her Shares are to be voted against the Amended and Restated By-Law Resolution, the individuals named in the enclosed GOLD proxy will vote "FOR" the Amended and Restated By-Law Resolution.

Amendment to the Articles – Share Reorganization

According to the Management Circular, at the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass a special resolution to reorganize the Company's share capital (the "**Share Reorganization Resolution**"), which is discussed in greater detail in the Management Circular.

The Concerned Shareholders make no recommendation with respect to the Share Reorganization Resolution and encourage all Shareholders to vote in accordance with their preference. Unless a Shareholder directs that his or her Shares are to be voted for or against the Share Reorganization Resolution, the individuals named in the enclosed **GOLD** proxy intend to “ABSTAIN” from voting for or against on the Share Reorganization Resolution.

Other Business

As at the date hereof, the Concerned Shareholders know of no amendments, variations or other matters to be presented for action at the Meeting. If, however, any amendments, variations or other matters properly come before the Meeting, the form of proxy accompanying this Circular confers discretionary authority on the person(s) named as proxyholder in the **GOLD** proxy form or **GOLD** VIF to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

RECOMMENDATION TO SHAREHOLDERS

THE CONCERNED SHAREHOLDERS RECOMMEND

- Vote “FOR” the election of the five (5) Concerned Shareholders’ Nominees, Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari, and “FOR” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle, as directors of FSD.
- Vote “FOR” the re-appointment of MNP LLP as the auditor of the Company and authorizing the directors of the Company to fix the remuneration of MNP LLP.
- Vote “FOR” the Registered Office Change Resolution to change the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario.
- Vote “FOR” the Amended and Restated By-Law Resolution to approve and confirm the Amended and Restated By-Law No. 1.

The proposed nominees, being the Concerned Shareholders’ Nominees and the Management Nominees, that receive the most “for” votes at the Meeting will comprise the future Board of FSD. Shareholders can only use one proxy form or VIF to vote their Shares. If you support our proposals, the Concerned Shareholders urge you to IGNORE any Blue Management Proxy and use the **GOLD** proxy form or the **GOLD** VIF enclosed with this Circular ONLY. Do NOT vote using the Blue Management Proxy. If Shareholders complete both the **GOLD** proxy and the Blue Management Proxy, a later-dated form of proxy supersedes a previously completed form of proxy. Any votes cast on an earlier-dated form of proxy will not be counted.

If you support the election of the five (5) Concerned Shareholders’ Nominees for election to the Board, complete and submit ONLY the **GOLD** proxy. Unless a Shareholder directs that his or her Shares are to be voted otherwise, the individuals named in the enclosed **GOLD** proxy will vote “FOR” the election of the Concerned Shareholders’ Nominees and the election of the two Management Nominees, Donal Carroll and Frank Lavelle, as directors, the re-appointment of MNP LLP as the auditor of the Company and the authorization of the directors of the Company to fix the remuneration of MNP LLP, the Registered Office Change Resolution and the Amended and Restated By-Law Resolution, and will “ABSTAIN” from voting for or against on the Share Reorganization Resolution.

See “Matters to be Acted Upon at the Meeting” above for further details.

HOW THE CONCERNED SHAREHOLDERS WILL VOTE PROXIES

At the Meeting, the representatives of the Concerned Shareholders named in the accompanying **GOLD** proxy form or **GOLD** VIF currently intend, unless instructed otherwise, to cast the votes represented by each proxy or VIF deposited by Shareholders, as follows:

- “**FOR**” the election of the five (5) Concerned Shareholders’ Nominees, Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence Latowsky and Fernando Cugliari, and “**FOR**” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle, as directors of the Board;
- “**FOR**” the appointment of MNP LLP as the auditor of the Company and authorizing the directors of the Company to fix the remuneration of MNP LLP;
- “**FOR**” the Registered Office Change Resolution to change the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario;
- “**FOR**” the Amended and Restated By-Law Resolution to approve and confirm the Amended and Restated By-Law No. 1; and
- “**ABSTAIN**” from voting for or against the Share Reorganization Resolution.

For further details, see “*Matters to be Acted Upon at the Meeting*” of this Circular.

ABOUT THE CONCERNED SHAREHOLDERS

None of the Concerned Shareholders are or have been a dissident within the preceding 10 years.

Anthony Durkacz and Fortius Research and Trading Corp.

Mr. Durkacz is a co-founder, director, and significant Shareholder of the Company. From October 2018 to November 17, 2020, he served as the Executive Co-Chairman of the Company. Since June 2019, Mr. Durkacz has served as a director and Chairman of the Board of World Class Extractions Inc., a cannabis extraction company. Since 1999, Mr. Durkacz has served as President of Fortius. Mr. Durkacz has served as Executive Vice President and a director of First Republic since January 2014.

Mr. Durkacz beneficially owns, directly or indirectly, or exercises control or direction over, a total of 24 Class A Shares and 450,058 Class B Shares, as well as 99,502 options and 199,004 warrants exercisable into Class B Shares, of which Fortius is the registered owner of all 24 Class A Shares and 106,043 Class B Shares and First Republic is the registered owner of 170,418 Class B Shares. On June 10, 2019, Mr. Durkacz purchased 12 Class A Shares for \$26 per Share. On March 5, 2020, Mr. Durkacz sold 12 Class A Shares for \$10 per Share.

Mr. Durkacz currently resides at 3006-2045 Lakeshore Blvd. W., Toronto, ON, M8V 2Z6, Canada.

Fortius provides financial consulting services and Mr. Durkacz is the sole owner, officer and director. The registered and head office of Fortius is located at Mr. Durkacz’s address.

Zeeshan Saeed

Mr. Saeed is a co-founder and significant Shareholder of the Company. Mr. Saeed also served as President of the Company from May 2019 to January 25, 2021 and as a director from May 2018 to January 25, 2021. From December 1, 2017 to May 2019, Mr. Saeed served as Executive Vice President of FV Pharma Inc., a subsidiary of the Company and a former licensed producer of cannabis in Canada under the *Cannabis Act* (Canada). From October 2013 to December 2017, he provided consulting services to FV Pharma Inc. From April 2003 to December 2017, Mr. Saeed served as President of ZZ Telecommunications Inc.

Mr. Saeed beneficially owns, directly or indirectly, or exercises control or direction over, 24 Class A Shares, 504,476 Class B Shares and 199,004 options exercisable into Class B Shares, of which Xorax is the registered owner of all 24 Class A Shares and 317,543 Class B Shares. On June 10, 2019, Mr. Saeed purchased 12 Class A Shares for \$26 per Share. On March 5, 2020, Mr. Saeed sold 12 Class A Shares for \$10 per Share.

Mr. Saeed currently resides at 3688 Stratton Woods Court, Mississauga, ON, L5L 4V2, Canada. The registered and head office of FV Pharma Inc. is located at 1 Rossland Road West Suite 202, Ajax, ON, L1Z 1Z2, Canada. The registered and head office of ZZ Telecommunications Inc. is located at Mr. Saeed's address.

Zachary Dutton

Mr. Dutton is currently an independent contractor and angel investor. Mr. Dutton previously served as President from November 2011 to April 2019 and Chief Executive Officer from April 2018 to June 2019 of Prismic Pharmaceuticals Inc. (“Prismic”), a U.S.-based pharmaceutical company. Following the acquisition of Prismic by the Company in July 2019, Mr. Dutton continued as Chief Executive Officer of Prismic from July 2019 to December 2020.

Mr. Dutton beneficially owns, directly or indirectly, or exercises control or direction over, 226,890 Class B Shares, of which 13,986 are registered to the Dutton Family Trust and 48,492 are registered to DCM Prismic Holdings, LLC. On June 28, 2019, Mr. Dutton was issued 164,412 Class B Shares in connection with the acquisition of Prismic by the Company.

Mr. Dutton currently resides at 650 South Rd., Holden, Massachusetts, 01520, United States of America. The registered and head office of Prismic is located at 474, Grove Street, Suite 740, Worcester, Massachusetts, USA, 01605. The registered offices of DCM Prismic Holdings, LLC and the Dutton Family Trust are located at Mr. Dutton's address.

Andrew Durkacz & Gloria Durkacz

Andrew Durkacz and Gloria Durkacz are retired and have held no principal occupation or employment during the past five years. Andrew and Gloria Durkacz reside at 158 Chapman Road, Toronto, ON, M9P 164, Canada. Together, they beneficially own, directly or indirectly, or exercise control or direction over, 15,732 Class B Shares.

The following table provides the dates and amounts relating to sales of Class B Shares by Andrew and Gloria Durkacz in the preceding two years:

Date	Type of Securities	Number of Shares	Price per Share
April 2, 2019	Class B Shares	995	\$45.23
April 3, 2019	Class B Shares	995	\$44.28
April 4, 2019	Class B Shares	497	\$44.27
April 4, 2019	Class B Shares	497	\$45.27
April 5, 2019	Class B Shares	497	\$44.27
April 5, 2019	Class B Shares	497	\$44.27
May 22, 2019	Class B Shares	1,990	\$47.24
May 23, 2019	Class B Shares	1,889	\$46.23
May 27, 2019	Class B Shares	1,791	\$43.22
June 3, 2019	Class B Shares	1,990	\$37.19
June 4, 2019	Class B Shares	1,194	\$37.53
July 29, 2019	Class B Shares	2,487	\$24.13
August 19, 2019	Class B Shares	2,985	\$20.10

First Republic Capital Corp.

First Republic is an exempt market dealer in Canada. Richard Goldstein is a director and the President and Anthony Durkacz is the majority owner as well as a director and the Executive Vice President. First Republic holds 163,254 warrants, exercisable into Class B Shares, for the benefit of certain dealer representatives (which, for greater certainty, do not include Mr. Durkacz). On October 16, 2019, First Republic exercised warrants to purchase 11,970 Class B Shares at a price of \$7.638 per Class B Share. The registered and head office of First Republic is located at 55 University Avenue, Suite 1002, Toronto, Ontario, M5J 2H7, Canada.

Richard Goldstein has been serving as President and a director of First Republic since 2006. Mr. Goldstein beneficially owns, directly or indirectly, or exercises control or direction over, 7,000 Class B Shares. Richard Goldstein currently resides at 411 Cranbrooke Ave., Toronto, ON, M5M 1N4, Canada.

Xorax Family Trust

Xorax is a family trust. Since 2013, Rehan Saeed has served as the trustee and Zeeshan Saeed has served as the alternate trustee. The registered and head office of Xorax is located at 3688 Stratton Woods Court, Mississauga, ON, L5L 4V2, Canada.

Since 2007, Rehan Saeed has been a principal shareholder and director of AYA Financial Inc. Rehan Saeed beneficially owns, directly or indirectly, or exercises control or direction over, 73,359 Class B Shares, of which 37,000 are registered to Legacy Family Trust, and 100,000 options exercisable into Class B Shares. On behalf of Rehan Saeed, Legacy Family Trust sold 38,823 Class B Shares on February 9, 2021 for \$3.80 per Share and another 30,000 Class B Shares on February 10, 2021 for US\$3.80 per Share. Rehan Saeed currently resides at 3682 Stratton Woods Court, Mississauga, ON, L5L 4V2, Canada. The registered and head office of AYA Financial Inc. is located at 60 Columbia Way, Suite 207, Markham, ON, L3R 0C9, Canada. The registered and head office of the Legacy Family Trust is located at Rehan Saeed's address.

GENERAL PROXY INFORMATION**Solicitation of Proxies**

This Circular is furnished by the Concerned Shareholders in connection with the solicitation of proxies for use at the Meeting, and at any adjournment or postponement thereof, and is not made on behalf of management of the Company. Proxies for the Meeting may be solicited by mail, telephone, email or other electronic means as well as by newspaper or other media advertising, and in person by the Concerned Shareholders. In addition, the Concerned Shareholders may solicit proxies in reliance upon the public broadcast exemption to the solicitation requirements under applicable Canadian corporate and securities laws, conveyed by way of public broadcast, including through press releases, speeches or publications, and by any other manner permitted under applicable Canadian laws. The Concerned Shareholders may engage the services of one or more agents and authorize other persons to assist it in soliciting proxies on behalf of the Concerned Shareholders.

The Concerned Shareholders have retained Carson Proxy as an information agent and to assist in the solicitation of proxies on behalf of the Concerned Shareholders for use at the Meeting, on terms and conditions acceptable to the Concerned Shareholders. The Concerned Shareholders may solicit proxies through certain of their respective members, partners, directors, officers and employees, the Concerned Shareholders' Nominees or the Concerned Shareholders' agents, including Carson Proxy and other agents that the Concerned Shareholders may retain.

The Concerned Shareholders anticipate the estimated cost of engaging Carson Proxy will be up to \$125,000, plus the reimbursement of reasonable out-of-pocket expenses. The costs of solicitation by or on behalf of the Concerned Shareholders will be borne by the Concerned Shareholders. The Concerned Shareholders may seek reimbursement from FSD for out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with the Meeting to the extent provided for under the OBCA and other applicable law.

The Concerned Shareholders' proxy solicitation agent, Carson Proxy can be contacted by email at info@carsonproxy.com or by telephone at 1-800-530-5189 (toll-free) and 416-751-2066 (collect).

No person is authorized to give information or to make any representations other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorized by the Concerned Shareholders to be given or made.

Voting Instructions

You can vote your Shares by proxy or at the Meeting. Please follow the instructions below based on whether you are a Beneficial Shareholder or a Registered Shareholder (as defined below).

THE CONCERNED SHAREHOLDERS ENCOURAGE YOU TO SUBMIT YOUR GOLD PROXY FORM OR GOLD VIF AS SOON AS POSSIBLE BY EMAIL TO ENSURE YOUR VOTE IS RECEIVED IN TIME AND COUNTED.

IN ORDER TO BE VOTED AT THE MEETING, YOUR GOLD PROXY MUST BE RETURNED TO CAPITAL TRANSFER AGENCY ULC (“CAPITAL TRANSFER AGENCY”) NO LATER THAN 9:00 A.M. (TORONTO/NEW YORK TIME) ON MAY 11, 2021. SEE RETURN INSTRUCTIONS ON THE GOLD PROXY FORM OR GOLD VIF.

For assistance in voting, please contact Carson Proxy at 1-800-530-5189 (toll-free) and 416-751-2066 (collect), or by email at info@carsonproxy.com.

Beneficial Shareholders

You are a beneficial (non-registered) Shareholder (a “**Beneficial Shareholder**”) if your Shares are held in the name of an intermediary (“**Intermediary**”) (such as a bank, trust company or securities broker) or in the name of a clearing agency (such as CDS).

Voting by Proxy

If you are a Beneficial Shareholder, you received these materials from your Intermediary or its agent (such as Broadridge Financial Solutions Inc.), and your Intermediary is required to seek your instructions as to the manner in which to exercise the voting rights attached to your Shares. Your Intermediary will generally provide you with a GOLD VIF or a GOLD form of proxy. You should follow the voting instructions provided by your Intermediary. The Concerned Shareholders have elected not to use notice-and-access to distribute the proxy-related materials. Beneficial Shareholders will be mailed these materials. The Concerned Shareholders have elected not to send the proxy-related materials directly to non-objecting Beneficial Shareholders. The Concerned Shareholders have agreed to pay for Intermediaries to deliver to those objecting Beneficial Shareholders holding one thousand or more Class B Shares the proxy-related materials. The Concerned Shareholders are not paying Intermediaries to deliver the proxy-related materials to objecting Beneficial Shareholders holding less than one thousand Class B Shares and such objecting Beneficial Shareholders will not receive the proxy-related materials unless the Intermediary assumes the costs of delivery.

The GOLD VIF or GOLD form of proxy that is sent to a Beneficial Shareholder by the Intermediary or its agent should contain an explanation as to how you can exercise the voting rights attached to your Shares, including how to attend online and vote directly at the Meeting. Please provide your voting instructions to your Intermediary as specified in the enclosed GOLD VIF or GOLD form of proxy, as applicable.

Changing your Vote

Pursuant to Section 110(4) of the OBCA, any Shareholder who has submitted a proxy has a right to revoke such proxy. If you have already sent your completed GOLD VIF or GOLD form of proxy to your Intermediary and you change your mind about and want to revoke your voting instructions, or want to vote at the Meeting, contact

your Intermediary to find out whether this is possible and what procedure to follow. An Intermediary may not act on a revocation of a VIF or proxy authorization form that is not received by the Intermediary in sufficient time prior to the Meeting.

Voting at the Meeting

Beneficial Shareholders who have not duly appointed themselves as proxyholders will not be able to vote at the Meeting but will be able to participate as guests. This is because the Company does not have unrestricted access to the names of Beneficial Shareholders. If you attend the Meeting, the Company may have no record of your shareholdings or entitlement to vote, unless your Intermediary has appointed you as proxyholder.

Should a Beneficial Shareholder wish to attend and vote at the Meeting (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should follow the instructions for voting at the Meeting that are provided on the **GOLD** VIF or **GOLD** form of proxy, as applicable, and refer to the instructions set out below under “—*Appointment of Proxies*” and “—*Meeting Information—Duly Appointed Proxyholders*”.

Registered Shareholders

You are a registered shareholder (a “**Registered Shareholder**”) if you have a share certificate for Shares and they are registered in your name or if you hold Shares through direct registration. You will find a **GOLD** form of proxy enclosed.

Voting by Proxy

Voting by proxy means you are giving the person or persons named in your **GOLD** form of proxy the authority to attend the Meeting, or any adjournment(s) or postponement(s) thereof and vote your Shares for you. Please mark your vote, sign, date and follow the return instructions provided in the enclosed **GOLD** form of proxy. By doing this, you are giving Mr. Durkacz and, failing him, Mr. Saeed the authority to vote your Shares at the Meeting, or any adjournment or postponement thereof.

You can choose another person or company to be your proxyholder, including someone who is not Mr. Durkacz or Mr. Saeed. You can do so by following the instructions set out below under “—*Appointment of Proxies*”.

To avoid unnecessary delays with return mail, Registered Shareholders are encouraged to vote by signing and returning the GOLD proxy by email to voteproxy@capitaltransferagency.com or by fax at 416-350-5008.

Voting at the Meeting

You do not need to complete or return your **GOLD** form of proxy, or any other form of proxy, if you plan to vote at the Meeting.

Follow the instructions set out under “—*Meeting Information—Attending the Meeting*” below.

Changing your Vote

Pursuant to Section 110(4) of the OBCA, any Shareholder who has submitted a proxy has a right to revoke such proxy. A Registered Shareholder who has submitted a **GOLD** proxy may revoke the **GOLD** proxy by delivering a signed instrument in writing, including another **GOLD** proxy bearing a later date, executed by the Registered Shareholder or his or her attorney authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized, to Capital Transfer Agency before the deadline for filing proxies, or

in any other manner permitted by law. The revocation of a proxy does not, however, affect any matter on which a vote has been taken prior to the revocation.

If you have followed the process for attending and voting at the Meeting, voting at the Meeting will revoke your previous proxy.

Exercise of Discretion by Proxies

If you do not specify on your **GOLD** form of proxy how you want a proxyholder appointed by you (other than Mr. Durkacz or Mr. Saeed) to vote your Shares, or if any other matters which are not now known to the Concerned Shareholders should properly come before the Meeting or any adjournment or adjournments thereof, then your proxyholder can vote your Shares as he or she sees fit. Shares represented by properly executed **GOLD** proxies in favour of Mr. Durkacz or, failing him, Mr. Saeed will be voted in accordance with the instructions contained in the proxy or as otherwise described herein. **If a GOLD proxy does not contain voting instructions, the Shares represented by such proxies will be voted “FOR” the election of the Concerned Shareholders’ Nominees as directors, “FOR” the election of the two (2) Management Nominees, Donal Carroll and Frank Lavelle, as directors, “FOR” the re-appointment of MNP LLP as the auditor of the Company and the authorization of the directors of the Company to fix the remuneration of MNP LLP, “FOR” the Registered Office Change Resolution and “FOR” the Amended and Restated By-Law Resolution. The proxyholders will abstain from exercising discretion to vote on the Share Reorganization Resolution.**

How the Votes Will be Counted

Capital Transfer Agency has been appointed to tabulate the Concerned Shareholders’ proxies. All proxies received by Capital Transfer Agency will be deposited for final tabulation to the Company’s transfer agent, Computershare Investor Services Inc.

Appointment of Proxies

The following applies to Shareholders who wish to appoint a person (a “**third-party proxyholder**”) other than Mr. Durkacz or, failing him, Mr. Saeed as proxyholder, including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend and vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to attend the Meeting as their proxyholder and vote their Shares MUST submit their **GOLD** form of proxy or **GOLD** VIF, as applicable, appointing that person as proxyholder AND register that proxyholder with Carson Proxy, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your **GOLD** form of proxy or **GOLD** VIF. Failure to register the proxyholder will result in the proxyholder not receiving a control number (a “**Control Number**”), which is required for the purpose of logging into and voting at the Meeting, and only being able to attend as a guest.

- **Step 1 – Submit your form of proxy or VIF:** To appoint a third-party proxyholder, insert that person’s name in the blank space provided in the **GOLD** form of proxy or **GOLD** VIF (if permitted) and follow the instructions for submitting such **GOLD** form of proxy or **GOLD** VIF. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted your **GOLD** form of proxy or **GOLD** VIF. If you are a Beneficial Shareholder and wish to vote at the Meeting, you must insert your own name in the space provided on the **GOLD** VIF sent to you by your Intermediary, follow all of the applicable instructions provided by your Intermediary AND register yourself as your proxyholder, as described below. By doing so, you are instructing your Intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your Intermediary.
- **Step 2 – Register your proxyholder:** To register a third-party proxyholder, Shareholders must contact Carson Proxy by phone at 1-800-530-5189 (toll-free), or at 416-751-2066 (collect), or by email at

info@carsonproxy.com, by no later than 9:00 a.m. (Toronto/New York time) on May 11, 2021 and provide Carson Proxy with the required proxyholder contact information so that Carson Proxy may assist the third-party proxyholder with obtaining a Control Number. This Control Number will allow third-party proxyholders to log in or attend, as the case may be, and vote at the Meeting. Without a Control Number, a third-party proxyholder will not be able to vote at the Meeting and will only be able to participate as a guest.

Beneficial Shareholders in the United States

If you are a Beneficial Shareholder located in the United States and wish to vote at the Meeting or, if permitted, appoint a third-party proxyholder, you must obtain a valid legal proxy from your Intermediary. Follow the instructions from your Intermediary included with the legal proxy form and the voting information form sent to you or contact your Intermediary to request a legal proxy form or a legal voting information form if you have not received one. After obtaining a valid legal proxy from your Intermediary, you must then contact Carson Proxy to submit the legal proxy and obtain a Control Number to vote at the virtual meeting. Carson Proxy can be contacted by phone at 1-800-530-5189 (toll-free), or at 416-751-2066 (collect), or by email at info@carsonproxy.com, by no later than 9:00 a.m. (Toronto/New York time) on May 11, 2021. Without a Control Number, Beneficial Shareholders and third-party proxyholders will only be able to participate as a guest at the Meeting.

Voting Before the Meeting

In order for your vote to be counted, your voting instructions must be received before the date indicated on your **GOLD** VIF, or, if voting by proxy, your **GOLD** form of proxy, by no later than 9:00 a.m. (Toronto/New York time) on May 11, 2021.

THE CONCERNED SHAREHOLDERS ENCOURAGE YOU TO SUBMIT YOUR GOLD PROXY FORM OR GOLD VIF AS SOON AS POSSIBLE BY EMAIL TO ENSURE YOUR VOTE IS RECEIVED IN TIME AND COUNTED.

Registered Shareholders may vote by proxy using one of the following methods:

- By email to voteproxy@capitaltransferagency.com
- By facsimile to 416-350-5008
- By mail to Capital Transfer Agency, 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2

Beneficial Shareholders may vote by following the voting instructions provided by their Intermediary.

To avoid unnecessary delays with return mail, Registered Shareholders are encouraged to vote by signing and returning the GOLD proxy by email to voteproxy@capitaltransferagency.com or by fax at 416-350-5008.

Meeting Information

According to the Management Circular, the Meeting is scheduled to be held at 9:00 a.m. (Toronto/New York time) on May 14, 2021 in a hybrid format at The Union League of Philadelphia at 140 S Broad St, Philadelphia, PA 19102 and the option to participate virtually, via online webcast using the LUMI meeting platform <https://web.lumiagm.com/254368544> (password: "fsd2021" (case sensitive)). In light of the public health impact of the COVID-19 pandemic, the Concerned Shareholders encourage Shareholders to vote in advance of the Meeting by email by **GOLD** proxy or **GOLD** VIF or, if they would like to attend the Meeting, to attend virtually via the webcast and not in person. The Concerned Shareholders will also provide Shareholders with any updates with respect to matters discussed herein at www.RestoreFSD.com.

Attending the Meeting

The Meeting will be held in a hybrid format. The Concerned Shareholders encourage Shareholders to vote in advance of the Meeting by email by GOLD proxy or GOLD VIF or, if they would like to attend the Meeting, to attend virtually via the webcast and not in person.

Registered Shareholders as recorded in the securities register of the Company and duly appointed and registered proxyholders will be able to attend the Meeting, and to participate and vote at the Meeting. Registered Shareholders and duly appointed and registered proxyholders who participate in the Meeting will be able to listen to the Meeting, ask questions and vote, all in real time, provided they attend the Meeting and are connected to the Internet.

Beneficial Shareholders who have not duly appointed themselves as proxyholders may still attend the Meeting as guests. Guests will not be able to vote at the Meeting.

To attend the Meeting virtually, it is important that Shareholders are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is each Shareholder's responsibility to ensure connectivity for the duration of the Meeting. Shareholders should allow ample time to log into the Meeting online and complete the related procedures.

According to the Management Circular, if a Shareholder attends the meeting virtually, logs in to the Meeting and accepts the terms and conditions, such Shareholder will be revoking any and all previously submitted proxies. However, in that case, such Shareholder will be provided the opportunity to vote by virtual ballot on the matters put forth at the Meeting. If a Shareholder wishes to log in to the Meeting but does not wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case such Shareholder will only be able to access the Meeting as a guest.

To avoid any technical or connectivity issues or system errors and to ensure that your vote is counted, the Concerned Shareholders encourage Shareholders to instead vote in advance of the Meeting via e-mail.

Registered Shareholders

To attend the Meeting virtually, Registered Shareholders are required to use the Control Number located on the Blue Management Proxy that you received for the purposes of logging in to the Meeting.

According to the Management Circular, if Registered Shareholders would like to attend the Meeting virtually via the live webcast, go to <https://web.lumiagm.com/254368544>, click on "I have a Login", enter your 15-digit control number found on your Blue Management Proxy and the password, "fsd2021" (case sensitive), and click the "Login" button.

Duly Appointed Proxyholders

Carson Proxy will assist proxyholders to obtain a Control Number by email after the proxyholder has been duly appointed and registered in accordance with the instructions provided in the GOLD form of proxy. In order to obtain a Control Number for use at the meeting, you must contact Carson Proxy as soon as possible by telephone at 1-800-530-5189 (toll-free), or at 416-751-2066 (collect), or by email at info@carsonproxy.com, by no later than 9:00 a.m. (Toronto/New York time) on May 11, 2021. Failure to obtain a Control Number will result in the inability to vote at the Meeting.

According to the Management Circular, once a Beneficial Shareholder obtains a Control Number, the Beneficial Shareholder can attend the Meeting virtually via the live webcast by going to <https://web.lumiagm.com/254368544>, clicking on "I have a Login", entering the Control Number and the password, "fsd2021" (case sensitive), and clicking the "Login" button.

If Shareholders cast their vote at a virtual Meeting, it is important that Shareholders are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is each Shareholder's responsibility to ensure connectivity for the duration of the Meeting. Shareholders should allow ample time to log into the Meeting online and complete the related procedures.

OUTSTANDING SHARES AND PRINCIPAL HOLDERS

Shareholders Entitled to Vote

The record date for notice of the Meeting and for voting in respect of the Meeting is April 14, 2021 (the "**Record Date**"). Each registered Shareholder and duly appointed and registered proxyholder is entitled to 276,660 votes per Class A Share held and one vote per Class B Share held as of the Record Date. According to the Company's management's discussion and analysis of financial condition and results of operations dated March 16, 2021 (the "**March 16, 2021 MD&A**"), options to purchase 1,628,013 Class B Shares and warrants to purchase 6,749,109 Class B Shares were issued and outstanding as of such date. According to the Management Circular, 72 Class A Shares and 35,991,846 Class B Shares were issued and outstanding as of the Record Date. Pursuant to the Court's order against FSD following the March 4, 2021 hearing, votes attached to 1,349,764 Class B shares issued since the date of the Requisition to Dr. Bokhari, Stephen Buyer, Robert Ciaruffoli, James Datin, Gerald Goldberg and Larry Kaiser are not entitled to be counted at the Meeting. As a result, 34,642,082 Class B shares are entitled to be voted at the Meeting. Please see "*The Reasons for this Circular—FSD Funds Used to Delay and Obstruct Meeting Process*" regarding details of the Court order.

Principal Holders

Information regarding the beneficial ownership, control or direction over Shares held by Shareholders other than the Concerned Shareholders is not within the knowledge of the Concerned Shareholders. For this information, please refer to the Management Circular and other continuous disclosure filed by the Company on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

As of the date of this Circular, the Share holdings of each of Mr. Saeed and Mr. Durkacz individually, as well as the Concerned Shareholders as a group, are as follows:

Name	Type of Ownership	Number of Class A Shares Owned	Number of Class B Shares Owned ⁽¹⁾	Percentage of Total Eligible Votes ⁽¹⁾
Zeeshan Saeed ⁽²⁾	Direct/Indirect	24	504,476	12.78%
Anthony Durkacz ⁽²⁾	Direct/Indirect	24	450,058	12.68%
Concerned Shareholders ⁽²⁾	Direct/Indirect	48	1,197,156	25.89%

Notes:

- (1) On the basis of 72 Class A Shares and 35,991,846 Class B Shares outstanding as of the Record Date. Each Class A Share has 276,660 votes per share, and each Class B Share has one vote per share. Except as required by the OBCA or the Company's articles of amendment, the holders of the Class A Shares and holders of the Class B Shares vote together as a single class on all matters at meetings of the Shareholders.
- (2) Information as at the date hereof, based on information provided by the Concerned Shareholders.

As of the date of this Circular, to the knowledge of the Concerned Shareholders, the Concerned Shareholders' Nominees and their associates (other than the Concerned Shareholders) do not own, control or direct any Shares.

EXECUTIVE COMPENSATION, INDEBTEDNESS, MANAGEMENT CONTRACTS AND EQUITY COMPENSATION PLANS

Except as otherwise disclosed in this Circular with respect to the Concerned Shareholders, information regarding: (i) the compensation of executives and directors of the Company (including the information prescribed by Form 51-102F6 – *Statement of Executive Compensation*); (ii) the indebtedness of the Company’s directors and officers or their respective associates to the Company or any of the Company’s subsidiaries; (iii) management contracts that may be in place at the Company; and (iv) securities authorized for issuance under the Company’s equity compensation plans is not within the knowledge of the Concerned Shareholders. For this information, please refer to the Company’s continuous disclosure documents and the Management Circular on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders’ Nominees, or any of their associates or affiliates, are or have been indebted, at any time since the beginning of the last completed financial year of FSD, to FSD or any of its subsidiaries or have indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by FSD or any of its subsidiaries.

INTEREST IN MATERIAL TRANSACTIONS AND MATTERS TO BE ACTED UPON AT THE MEETING

Except as otherwise disclosed in this Circular, to the knowledge of the Concerned Shareholders, none of the Concerned Shareholders, the Concerned Shareholders’ Nominees or any associates or affiliates of the Concerned Shareholders or the Concerned Shareholders’ Nominees, have:

- any material interest, direct or indirect, in any transaction since the beginning of the Company’s most recently completed financial year or in any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries; or
- any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter currently known to be acted upon at the Meeting other than the election of directors.

Prior to Mr. Latowsky becoming Chief Executive Officer of Canntab Therapeutics Ltd., Canntab Therapeutics Ltd. entered into agreements (the “**Canntab Agreements**”) with FSD and FV Pharma Inc. relating to the supply of cannabis products to Canntab Therapeutics Ltd. by FSD and for the use of certain facilities constructed by FSD in Cobourg, Ontario. While the Canntab Agreements remain in force, they are not material to the Company.

Except as disclosed above, information concerning any material interests, direct or indirect, of any director or executive officer of the Company, any other “informed person” (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), any person who, to the knowledge of the directors or officers of the Company, beneficially owns or exercises control or direction over securities carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Company or any associate or affiliate of any of the foregoing, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, or in any matter to be acted upon at the Meeting, is not within the knowledge of the Concerned Shareholders. For this information, please refer to the Company’s continuous disclosure documents and Management Circular on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

INFORMATION CONTAINED IN THIS CIRCULAR

Certain information concerning the Company contained in this Circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulatory authorities and other public sources. Although the Concerned Shareholders have no knowledge that would indicate that any statements contained in this Circular that are taken from or based upon those documents and records or other public sources are untrue or incomplete, the Concerned Shareholders do not assume and expressly disclaim any responsibility

for the accuracy or completeness of the information taken from or based upon those documents, records and other public sources, or for any failure by the Company to publicly disclose events or facts that may have occurred or that may affect the significance or accuracy of any such information, but that are unknown to the Concerned Shareholders.

This Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. The delivery of this Circular will not, under any circumstances, create an implication that there has been no change in the information set forth herein since the date as of which such information is given in this Circular.

INFORMATION REGARDING THE COMPANY

Additional information relating to the Company, including the Management Circular, can be found under the Company's profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. Financial information regarding the Company is provided in its audited financial statements and management's discussion and analysis for its most-recently completed financial year, which can be found under the Company's issuer profile on SEDAR and on EDGAR and on the Company's website at www.fsdpharma.com. In addition, a Shareholder may obtain copies of the Company's financial statements and management's discussion and analysis, by contacting the Company by mail at 1 Rossland Road West, Suite 202 Ajax, Ontario L1Z 1Z2 or by email at info@fsdpharma.com.

CERTIFICATE OF CONCERNED SHAREHOLDERS

Information contained in this Circular, unless otherwise indicated, is given as of the date hereof and the contents of this Circular are in compliance with Ont. Reg. 62 – General under the *Business Corporations Act* (Ontario). The contents and the sending of this Circular have been approved by Anthony Durkacz and Zeeshan Saeed on behalf of the Concerned Shareholders. A copy of this Circular has been sent to FSD Pharma Inc., each director of FSD Pharma Inc., each Shareholder whose proxy is being solicited and the auditor of FSD Pharma Inc.

April 24, 2021

By: (signed) “Anthony Durkacz”
Name: Anthony Durkacz

By: (signed) “Zeeshan Saeed”
Name: Zeeshan Saeed

If you have any questions, please contact:



North American Toll Free Phone: 1-800-530-5189

Local (Collect outside North America): 416-751-2066

Email: info@carsonproxy.com