

**FSD PHARMA INC.
ANNUAL GENERAL &
SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 14, 2021
PROXY**

This proxy is solicited by or on behalf of Anthony Durkacz, Zeeshan Saeed, First Republic Capital Corp., Andrew Durkacz, Gloria Durkacz, Fortius Research and Trading Corp., Xorax Family Trust and Zachary Dutton (the "Concerned Shareholders") with respect to FSD Pharma Inc. (the "Company"). The undersigned, being a shareholder of the Company, hereby appoints, Anthony Durkacz, or failing this person, Zeeshan Saeed, or instead of either of them, _____, as proxyholder for and on behalf of the undersigned with the full power of substitution and to attend, act and vote for and on behalf of the undersigned in accordance with the following directions (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of the shareholders of the Company to be held both online at <https://web.lumiagm.com/254368544> and in person at the Union League of Philadelphia at 140 S Broad St., Philadelphia, PA 19102 on May 14, 2021 at 9:00 a.m. (Toronto/New York Time) and at any adjournment or postponement thereof (the "Meeting"), to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or postponement thereof. The undersigned hereby directs the proxyholder to vote, withhold from voting or abstain from voting the securities of the Company recorded in the name of the undersigned as specified herein.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT

1. Election of Directors

Concerned Shareholders' Nominees

Anthony Durkacz	FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>
Zeeshan Saeed	FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>
Nitin Kaushal	FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>
Lawrence Latowsky	FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>
Fernando Cugliari	FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>

Management Nominees

Donal Carroll	FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>
Frank Lavelle	FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>

2. Appointment of Auditors

Appointment of MNP LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

FOR WITHHOLD

3. Sunset Provision (Share Reorganization)

To consider and, if thought advisable, to approve, with or without variation, a special resolution, to amend the Company's articles to provide for a "sunset" provision with respect to the class A multiple voting shares of the Company, as more particularly described in the accompanying Concerned Shareholders' Circular under "Matters to be Acted Upon at the Meeting – Amendment to the Articles – Share Reorganization".

FOR **AGAINST** **ABSTAIN**

4. Change of Office Address

To consider and, if thought advisable, to approve, a special resolution, to change the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario.

FOR **AGAINST**

5. Amended and Restated By-law No. 1

To consider and, if thought advisable, to approve, with or without variation, an ordinary resolution, ratifying the adoption of the Amended and Restated By-law No. 1 of the Company, as more particularly described in the Concerned Shareholders' Circular and approved by the board of directors of the Company in January, 2021.

FOR **AGAINST**

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, and the proxy appoints Anthony Durkacz, or failing this person, Zeeshan Saeed, this proxy will be voted FOR each of the Concerned Shareholders' Nominees and each of the Management Nominees listed on this proxy under matter 1, voted FOR matter 2, ABSTAINED from voting on matter 3, and voted FOR matters 4 and 5.**

DATED this _____ day of _____, 2021.

Signature of Shareholder

Name of Shareholder (Please Print)

Proxies submitted must be received by 9:00 a.m. (Toronto/New York Time) on May 11, 2021 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed Meeting is reconvened or held by: (i) email (scan both sides) to voteproxy@capitaltransferagency.com; (ii) fax (fax both sides) to 416-350-5008; or (iii) mail (in the enclosed envelope) to Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2. To avoid unnecessary delay with return mail, holders are encouraged to vote by signing and returning the proxy by email or by fax.

This Form of Proxy is solicited by and on behalf of the Concerned Shareholders.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than Anthony Durkacz or Zeeshan Saeed, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was received by Capital Transfer Agency ULC.
5. **The securities represented by this proxy will be voted, withheld from voting or abstained from voting as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints Anthony Durkacz, or failing this person, Zeeshan Saeed, this proxy will be voted FOR each of the Concerned Shareholders' Nominees and each of the Management Nominees listed on this proxy under matter 1, voted FOR matter 2, ABSTAINED from voting on matter 3, and voted FOR matters 4 and 5.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against, or abstained from voting on each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Concerned Shareholders' Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by the Concerned Shareholders.

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