

FSD PHARMA INC.

Report of Voting Results Pursuant to Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*

In respect of the annual and special meeting of holders of class A multiple voting shares (the “**Class A Shares**”) and class B subordinate voting shares (the “**Class B Shares**”) of FSD Pharma Inc. (the “**Company**”) held 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 (the “**Meeting**”), the following sets forth a brief description of the matters which were considered and voted upon at the Meeting and the outcome of the vote in respect of each matter.

The scrutineers’ report recorded that there were shareholders represented in person, virtually or by proxy at the Meeting representing 30,288,201 (or 54.17%) of the votes attached to the issued and outstanding Class A Shares and Class B Shares.

Matters Voted Upon at the Meeting

- Election of Directors:** The election of directors was conducted by ballot. Each of the five individuals nominated by the group of concerned shareholders led by Anthony Durkacz and Zeeshan Saeed (the “**Concerned Shareholders**”), as described in the Concerned Shareholders’ information circular dated April 24, 2021, one of the nominees named in the management information circular, as amended, dated May 3, 2021 (the “**Management Circular**”) and Donal Carroll were elected to the Company’s board of directors (the “**Board**”) for the ensuing year. However, following his election, Mr. Lavelle communicated his resignation to the Board. As a result, Anthony Durkacz, Zeeshan Saeed, Nitin Kaushal, Lawrence (Larry) Latowsky, Fernando Cugliari and Donal Carroll shall serve as directors of the Company until the next annual general meeting of shareholders or until they otherwise cease to hold office. Based on proxies and votes received at the Meeting, the number of votes cast “for” or “withheld” from voting on each of the elected directors are set forth below opposite the name of each director. As this was a contested meeting, the results for the other nominees, all of which were proposed by management of the Company and were not elected, are also provided in the table below.

DIRECTOR	<u>FOR</u>	<u>WITHHELD</u>
Anthony Durkacz	18,472,254	57,864
Zeeshan Saeed	18,491,785	38,333
Nitin Kaushal	18,494,510	35,608
Lawrence (Larry) Latowsky	18,473,719	56,399
Fernando Cugliari	18,494,835	35,283
Donal Carroll	18,514,407	37,302
Frank Lavelle*	18,424,488	6,767,073
OTHER NOMINEES		
Dr. Raza Bokhari	6,661,443	0
Hon. Stephen Buyer	21,603	6,639,840
Robert J. Ciaruffoli	21,603	6,639,840
Gerald (Gerry) Goldberg	21,603	6,639,840
Dr. Larry Kaiser	21,591	6,639,840
Shahzad Shah	12	6,639,840

*Resigned.

2. **Sunset Provision:** A special resolution to amend the Company’s articles to provide for a “sunset” provision with respect to the Class A Shares, as more particularly described in the Management Circular, was not approved by ballot. Based on proxies and votes received at the Meeting, the number and percentage of votes cast “for” or “against”, or abstained from voting, on this resolution are set forth below.

	<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
Class A Shares	6,639,840	33.33 %	13,279,680	66.67%	0	0%
Class B Shares	3,568,825	43.56%	2,873,187	35.06%	1,752,156	21.38%
Class A Shares and Class B Shares	10,208,665	36.31%	16,152,867	57.46%	1,752,156	6.23%

3. **Re-appointment of Auditor:** An ordinary resolution to re-appoint MNP LLP to serve as the auditor of the Company for the ensuing year and to authorize the Board to fix the remuneration of the auditor was approved by ballot. Based on proxies and votes received at the Meeting, 28,784,332 votes attached to Class A Shares and Class B Shares were cast “for” this resolution, representing 99.54% of the votes cast or withheld from voting on this resolution, and 132,514 votes attached to Class A Shares and Class B Shares were “withheld” from voting on this resolution, representing 0.46% of the votes cast or withheld from voting on this resolution.
4. **Change of Office Address:** A special resolution, the full text of which is set forth in the Management Circular, authorizing and approving a change of the registered office of the Company from Durham Region, Ontario to a location in the City of Toronto, Ontario, was approved by ballot. Based on proxies and votes received at the Meeting, 27,955,202 votes attached to Class A Shares and Class B Shares were cast “for” this resolution, representing 99.44% of the votes cast on this resolution, and 158,486 of the votes attached to Class A Shares and Class B Shares were cast “against” this resolution, representing 0.56% of the votes cast on this resolution.
5. **Ratifying Amended and Restated By-Law No. 1:** An ordinary resolution, the full text of which is set forth in the Management Circular, ratifying the adoption of the Amended and Restated By-law No. 1 of the Company, as more particularly described in the Management Circular, approved by the Board in January, 2021, was approved by ballot. Based on proxies and votes received at the Meeting, 27,871,401 votes attached to Class A Shares and Class B Shares were cast “for” this resolution, representing 99.14% of the votes cast on this resolution, and 242,287 of the votes attached to Class A Shares and Class B Shares were cast “against” this resolution, representing 0.86% of the votes cast on this resolution.

Dated this 17th day of May, 2021.

FSD PHARMA INC.

By: “Anthony Durkacz”
 Name: Anthony Durkacz
 Title: Director