

APPENDIX C TO NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS

NON-ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS

1. Name of issuer (the “Issuer”):

FSD Pharma Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:

Ontario, Canada.

3. Address of principal place of business of Issuer:

199 Bay Street, Suite 4000, Toronto, Ontario, Canada M5L 1A9.

4. Description of securities:

Class B subordinate voting shares (“Class B Shares”), subscription receipts of the Issuer (“Subscription Receipts”), warrants to purchase Class B Shares (“Warrants”), and/or units consisting of one or more of the Securities (“Units” and, collectively with the Class B Shares, Subscription Receipts and Warrants, the “Securities”).

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:

December 22, 2023.

6. Name of person filing this form (the “Filing Person”):

Michael Zapolin.

7. Filing Person’s relationship to Issuer:

Director.

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:

Delray Beach, Florida USA.

9. Address of principal place of business of Filing Person:

303 NE 7th Ave., Delray Beach, Florida 33483.

10. Name of agent for service of process (the “Agent”):

Garfinkle Biderman LLP.

11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9.
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces and territories of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory,in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of province of Ontario.

[Signature page follows.]

Dated: December 22, 2023.

/s/ Michael Zapolin

Signature of Filing Person

Michael Zapolin

Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of Shimmy Posen, on behalf of Garfinkle Biderman LLP under the terms and conditions of the appointment of agent for service of process stated above.

Dated: December 22, 2023.

/s/ Shimmy Posen

Signature of Agent

Shimmy Posen, Partner, Garfinkle Biderman LLP

Print name of person signing and, if Agent is not an individual, the title of the person