

December 22, 2023



Ontario Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Alberta Securities Commission
Financial and Consumer Services Commission, New Brunswick
Financial and Consumer Affairs Authority of Saskatchewan
Nova Scotia Securities Commission
Superintendent of Securities Service Newfoundland & Labrador
Superintendent of Securities, Prince Edward Island
Superintendent of Securities, Government of the Northwest Territories
Superintendent of Securities, Government of Yukon
Superintendent of Securities, Government of Nunavut
Autorité des marchés financiers, Quebec

Dear Sirs/Mesdames:

Re: FSD Pharma Inc.

We refer to the short form base shelf prospectus (the "Prospectus") of FSD Pharma Inc. (the "Company") dated December 22, 2023 relating the offering of up to US\$50,000,000 (or the equivalent in other currencies or currency units based on the applicable exchange rate at the time of the offering) of class B subordinate voting shares, subscription receipts, warrants and units of the Company.

We consent to being named and to the use, through incorporation by reference, in the above mentioned Prospectus of our report dated March 31, 2023 to the shareholders and board of directors of the Company on the following financial statements:

- Consolidated statement of financial position as at December 31, 2022 and 2021;
- Consolidated statements of loss, comprehensive loss, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022; and
- Notes, comprising a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Prospectus as these terms are described in the CPA Canada Handbook - Assurance.

Yours truly,

A handwritten signature in black ink that reads 'MNP LLP' in a stylized, cursive font.

**Chartered Professional Accounts
Licensed Public Accounts**

Toronto, Ontario