



August 16, 2018

Canadian Securities Exchange
220 Bay Street, 9th Floor
Toronto, Ontario M5J 2W4

To Whom It May Concern:

**FSD Pharma Inc. –
Private Placement of 2,250,000 Warrants to purchase Class B Subordinate Voting Shares**

We have acted as Canadian counsel to FSD Pharma Inc. ("**FSD**" or the "**Corporation**") in connection with the non-brokered private placement (the "**Private Placement**") by the Corporation of 2,250,000 warrants to purchase Class B Subordinate Voting Shares, consisting of (each, a "**Warrant**") of the Corporation as consideration for consultation services rendered to the Corporation. Each Warrant entitles the holder thereof to purchase one Class B Subordinate Voting Share of the Corporation (a "**Warrant Share**") at an exercise price of \$0.13 until August 8, 2019.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates and documents as we have deemed necessary or relevant for the purpose of the opinion hereinafter expressed.

We have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies or facsimiles and the authenticity of all originals of such documents and the veracity of all facts contained therein.

The opinion expressed herein is confined to matters of the laws of the Province of Ontario and the federal laws of Canada applicable therein and we express no opinion as to the laws of any other jurisdiction.

Based and relying upon and subject to the foregoing, we are of the opinion that: (i) the Warrants have been duly authorized and validly created, issued and sold; and (ii) the Warrant Shares of the Corporation issuable in connection with the exercise of the Warrants, when issued for valuable consideration, will be duly authorized and validly issued as fully paid and non-assessable shares of the Corporation.

This opinion may not be relied upon by any person for any other purpose without our prior written consent.

Sincerely,

Bennett Jones LLP