

**CERTIFIED MINUTES OF THE SPECIAL MEETING OF THE SHAREHOLDERS OF**

**FSD PHARMA INC.  
(the "Corporation")**

In my capacity as Chief Executive Officer and Executive Co-Chairman of the Corporation, I hereby certify that (a) attached hereto as Exhibit "A" is a true and accurate excerpt of the minutes of the special meeting of the shareholders of the Corporation held on January 22, 2019 and (b) the resolutions are still in full force and effect, unamended, as at the date hereof.

*[Remainder of Page Left Intentionally Blank. Signature Page Follows.]*

DATED October 11, 2019.

Per: (s) "Raza Bokhari"

Name: Dr. Raza Bokhari

Title: Chief Executive Officer and Executive Co-Chairman

*Signature page to Certified Copy of Shareholders' Resolutions*

## **EXHIBIT "A"**

"BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- (a) the board (the "Board") of directors of FSD Pharma Inc. (the "Company") is authorized to take such actions as are necessary to consolidate (the "Consolidation") all of the issued and outstanding class A multiple voting shares (the "Class A Shares") and class B subordinate voting shares (the "Class B Shares") at such a consolidation ratio to be determined by the Board in its sole discretion, to permit the Company to satisfy all conditions and necessary regulatory approvals to list the Class B Shares on the NASDAQ, NYSE or such other U.S. national securities exchange as the Board may determine in its sole discretion (the "American Exchange Listing Approval");
- (b) the Board be and is hereby authorized in its sole direction to fix the ratio to be used in the Consolidation in connection with the American Exchange Listing Approval;
- (c) in the event that the Consolidation would otherwise result in the issuance of a fractional Class A Share or Class B Share, no fractional Class A Share or Class B Share shall be issued and such fraction will be rounded down to the nearest whole number;
- (d) the Board, in its sole discretion, may act upon this resolution to effect the Consolidation, or, if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this special resolution notwithstanding shareholder approval of the Consolidation, and it is authorized to revoke this special resolution in its sole discretion at any time prior to effecting the Consolidation;
- (e) any officer or director of the Company is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing Class A Shares and Class B Shares and to issue (or cause to be issued) certificates representing the new Class A Shares and Class B Shares to the holders thereof; and
- (f) any one officer or director of the Company is authorized to do all acts and to execute and deliver all documents or instruments desirable to give effect to the foregoing, including, without limitation, articles of amendment in the form required pursuant to the Business Corporations Act (Ontario)."