

**FORM 11**

**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: FSD Pharma Inc. (the “**Issuer**”).

Trading Symbol: HUGE

Date: June 14, 2021

**1. New Options Granted:**

Date of Grant: June 1, 2021

<b>Name of Optionee</b>	<b>Position (Director/ Officer/ Employee/ Consultant/ Management Company)</b>	<b>Insider Yes or No?</b>	<b>No. of Optioned Shares</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>No. of Options Granted in Past 12 Months</b>
Anthony Durkacz	Director & Executive Co-Chairman	Yes	600,000	C\$2.25	June 1, 2024	0
Zeeshan Saeed	Director & Executive Co-Chairman	Yes	600,000	C\$2.25	June 1, 2024	0
Nitin Kaushal	Director	Yes	100,000	C\$2.25	June 1, 2024	0
Lawrence Latowsky	Director	Yes	100,000	C\$2.25	June 1, 2024	0
Fernando Cugliari	Director	Yes	100,000	C\$2.25	June 1, 2024	0
Donal Carroll	Director	Yes	600,000	C\$2.25	June 1, 2024	0
Nathan Coyle	Interim Chief Financial Officer	Yes	30,000	C\$2.25	June 1, 2024	5,000
Brandon Seupersadsingh	Assistant Controller	No	20,000	C\$2.25	June 1, 2024	0
Isaac Furtado	Head of Security	No	20,000	C\$2.25	June 1, 2024	0

Total Number of optioned shares proposed for acceptance: 2,170,000.

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
See attached Schedule A.				

(1) Set out number of optioned shares for each grant with different terms.

## 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

Not applicable.

- (b) State the date of the news release announcing the grant of options.

June 3, 2021.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

35,991,846 Class B Subordinate Voting Shares ("**Class B Shares**") and 72 Class A Multiple Voting Shares issued and outstanding.

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

8.97% of the issued and outstanding Class B Shares (The number of options granted to related persons, being approximately 8.23% of the issued and outstanding Class B Shares, is in compliance with NI 45-106.)

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

371,868

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Within the 90 days prior to the date of grant, the Issuer issued 3,428,529 Class B Shares at a weighted average price of \$2.00.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable.

#### 4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated June 14, 2021.

Nathan Coyle

Name of Director or Senior Officer

(signed) "Nathan Coyle"

Signature

Interim Chief Financial Officer

Official Capacity

**Schedule A<sup>1</sup>**

<b>Name of Optionee</b>	<b>Number of Options</b>	<b>Exercise Price (\$)</b>	<b>Original Date of Grant</b>	<b>Expiry Date</b>
<b>Zeeshan Saeed</b>	99,502	4.422	9/15/2017	9/15/2022
<b>Issac Furtado</b>	2,488	18.09	3/28/2018	3/28/2023
<b>Brandon Suepersadsingh</b>	995	50.25	4/12/2019	4/12/2024
<b>Anthony Wild</b>	560	5.427	6/28/2019	6/28/2023
<b>Antoni Esteve i Cruella</b>	560	5.427	6/28/2019	6/28/2023
<b>Bruce Nicholson</b>	373	13.065	6/28/2019	6/28/2023
<b>Bruce Nicholson</b>	448	13.467	6/28/2019	6/28/2023
<b>Clinical Information Network Inc.</b>	895	5.427	6/28/2019	6/28/2023
<b>Clinical Information Network Inc.</b>	895	10.653	6/28/2019	6/28/2023
<b>Cosimo Pulli</b>	560	5.427	6/28/2019	6/28/2023
<b>Eric Trappen</b>	560	2.613	6/28/2019	6/28/2023
<b>Francesco Granata</b>	2,798	5.427	6/28/2019	6/28/2023
<b>Francesco Granata</b>	1,399	16.08	6/28/2019	6/28/2023
<b>Guru Ramanathan</b>	2,798	2.613	6/28/2019	6/28/2023
<b>Guru Ramanathan</b>	933	10.653	6/28/2019	6/28/2023
<b>Guru Ramanathan</b>	2,238	13.065	6/28/2019	6/28/2023
<b>Guru Ramanathan</b>	2,798	16.08	6/28/2019	6/28/2023
<b>James Attley</b>	3,730	5.427	6/28/2019	6/28/2023
<b>James Attley</b>	1,343	10.653	6/28/2019	6/28/2023

<sup>1</sup> Effective October 16, 2019, the Issuer completed a consolidation of its Class B Shares (the “**Consolidation**”) on the basis of one post-Consolidation Class B Share for every 201 pre-Consolidation Class B Shares. The information in this Schedule A is provided on a post-Consolidation basis, where applicable.

<b>James Attley</b>	2,686	13.065	6/28/2019	6/28/2023
<b>James Attley</b>	3,730	17.889	6/28/2019	6/28/2023
<b>James Manousos</b>	448	2.613	6/28/2019	6/28/2023
<b>Jennifer Kuchta</b>	448	5.427	6/28/2019	6/28/2023
<b>Jennifer Kuchta</b>	522	13.467	6/28/2019	6/28/2023
<b>Jith Veeravalli</b>	2,798	16.08	6/28/2019	6/28/2023
<b>Joeseph Krivulka</b>	2,238	13.065	6/28/2019	6/28/2023
<b>Joeseph Krivulka</b>	3,730	16.08	6/28/2019	6/28/2023
<b>Kristin Ryan</b>	187	13.065	6/28/2019	6/28/2023
<b>Lyle Scritsmier</b>	448	13.467	6/28/2019	6/28/2023
<b>Lyle Scritsmier</b>	1,156	16.08	6/28/2019	6/28/2023
<b>Lyle Scritsmier</b>	448	17.889	6/28/2019	6/28/2023
<b>Marco Cartolari</b>	560	5.427	6/28/2019	6/28/2023
<b>Marco Prosdocemi</b>	560	5.427	6/28/2019	6/28/2023
<b>Marco Prosdocemi</b>	895	13.065	6/28/2019	6/28/2023
<b>Martin Simonetti</b>	2,238	13.065	6/28/2019	6/28/2023
<b>Martin Simonetti</b>	3,730	16.08	6/28/2019	6/28/2023
<b>Massimo Bonsi</b>	560	5.427	6/28/2019	6/28/2023
<b>Partick Miller</b>	448	2.613	6/28/2019	6/28/2023
<b>Partick Miller</b>	4,476	5.427	6/28/2019	6/28/2023
<b>Richard Davis</b>	75	2.613	6/28/2019	6/28/2023
<b>Rolf Smeets</b>	560	10.653	6/28/2019	6/28/2023
<b>Salvatore Cuzzocrea</b>	560	5.427	6/28/2019	6/28/2023
<b>Teodoro Forcht-Dagi</b>	7,461	2.613	6/28/2019	6/28/2023
<b>Teodoro Forcht-Dagi</b>	2,798	16.08	6/28/2019	6/28/2023

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<b>William Langlois</b>	895	2.613	6/28/2019	6/28/2023
<b>Raza Bokhari</b>	199,005	7.17	10/28/2019	10/28/2024
<b>Donal Carroll</b>	10,000	7.63	12/20/2019	12/31/2023
<b>Donal Carroll</b>	10,000	7.63	12/20/2019	12/31/2024
<b>Donal Carroll</b>	10,000	7.63	12/20/2019	12/31/2025
<b>Donal Carroll</b>	10,000	7.63	12/20/2019	12/31/2026
<b>Donal Carroll</b>	10,000	7.63	12/20/2019	12/31/2027
<b>Anthony Durkacz</b>	99,502	3.86	3/24/2020	3/24/2025
<b>Brandon Singh</b>	250	3.86	3/24/2020	6/24/2024
<b>Brandon Singh</b>	250	3.86	3/24/2020	9/24/2024
<b>Brandon Singh</b>	250	3.86	3/24/2020	12/24/2024
<b>Brandon Singh</b>	250	3.86	3/24/2020	3/24/2025
<b>Brandon Singh</b>	250	3.86	3/24/2020	6/24/2025
<b>Brandon Singh</b>	250	3.86	3/24/2020	9/24/2025
<b>Brandon Singh</b>	250	3.86	3/24/2020	12/24/2025
<b>Brandon Singh</b>	250	3.86	3/24/2020	3/24/2026
<b>Brandon Singh</b>	250	3.86	3/24/2020	6/24/2026
<b>Brandon Singh</b>	250	3.86	3/24/2020	9/24/2026
<b>Brandon Singh</b>	250	3.86	3/24/2020	12/24/2026
<b>Brandon Singh</b>	250	3.86	3/24/2020	3/24/2027
<b>Brandon Singh</b>	250	3.86	3/24/2020	6/24/2027
<b>Brandon Singh</b>	250	3.86	3/24/2020	9/24/2027
<b>Brandon Singh</b>	250	3.86	3/24/2020	12/24/2027
<b>Brandon Singh</b>	250	3.86	3/24/2020	3/24/2028
<b>Brandon Singh</b>	250	3.86	3/24/2020	6/24/2028

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<b>Brandon Singh</b>	250	3.86	3/24/2020	9/24/2028
<b>Brandon Singh</b>	250	3.86	3/24/2020	12/24/2028
<b>Brandon Singh</b>	250	3.86	3/24/2020	3/24/2029
<b>Donal Carroll</b>	39,801	3.86	3/24/2020	3/24/2025
<b>Dr. Raza Bokhari</b>	213,930	3.86	3/24/2020	3/24/2025
<b>Ed Brennan</b>	77,115	3.86	3/24/2020	7/4/2021
<b>Sara May</b>	12,438	3.86	3/24/2020	3/24/2024
<b>Zeeshan Saeed</b>	99,502	3.86	3/24/2020	3/24/2025
<b>Donal Carroll</b>	15,000	4.75	4/14/2020	4/14/2025
<b>Ed Brennan</b>	50,000	4.75	4/14/2020	7/4/2021
<b>Barbra Perry Lenhert</b>	500	3.75	9/28/2020	9/28/2024
<b>Barbra Perry Lenhert</b>	1,000	3.75	9/28/2020	9/28/2025
<b>Barbra Perry Lenhert</b>	1,000	3.75	9/28/2020	9/28/2026
<b>Barbra Perry Lenhert</b>	1,000	3.75	9/28/2020	9/28/2027
<b>Barbra Perry Lenhert</b>	1,000	3.75	9/28/2020	9/28/2028
<b>Barbra Perry Lenhert</b>	1,000	3.75	9/28/2020	9/28/2029
<b>Huma Qamar</b>	10,000	3.75	1/25/2021	1/25/2025
<b>Huma Qamar</b>	2,500	3.75	1/25/2021	1/25/2026
<b>Huma Qamar</b>	2,500	3.75	1/25/2021	1/25/2027
<b>Nathan Coyle</b>	5,000	3.75	3/18/2021	3/18/2024