



March 9, 2021

Canadian Securities Exchange  
220 Bay Street, 9<sup>th</sup> Floor  
Toronto, Ontario M5J 2W4

Dear Sirs/Mesdames:

**Re: Private Placement of Class B Subordinate Voting Shares**

This letter is filed pursuant to section 2.7(a) of Policy 6 – *Distributions* of the Canadian Securities Exchange.

On or about February 23, 2021, FSD Pharma Inc. (the "**Corporation**") issued 1,349,764 Class B Subordinate Voting Shares in the capital of the Corporation ("**Class B Shares**") as compensation to certain directors, officers and employees by the Corporation. The Class B Shares were issued at deemed price of C\$2.13. per Class B Share for an aggregate deemed value of C\$2,874,997.32.

The Corporation confirms that the Class B Shares were issued as fully paid and non-assessable securities.

**FSD PHARMA INC.**

(signed) "Donal Carroll"

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Donal Carroll  
Chief Financial Officer