

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: FSD Pharma Inc. (the "Issuer").

Trading Symbol: HUGE

Date: June 9, 2019

1. New Options Granted:

Date of Grants: May 28, 2019 and May 29, 2019

| Name of Optionee | Position (Director/ Officer/ Employee/ Consultant/ Management Company) | Insider Yes or No? | No. of Optioned Shares | Exercise Price | Expiry Date | No. of Options Granted in Past 12 Months |
|------------------|--|--------------------------|------------------------------|-------------------|-----------------|--|
| Raza Bokhari | Director & Officer | Yes | 20,000,000 | C\$0.25 | May 29, 2024 | 43,000,000 |
| Zeeshan Saeed | Director & Officer | Yes | 10,000,000 | C\$0.25 | May 29, 2024 | N/A |
| Anthony Durkacz | Director & Officer | Yes | 10,000,000 | C\$0.25 | May 29, 2024 | N/A |
| Donal Carroll | Officer | Yes | 1,000,000 | C\$0.25 | May 29, 2024 | 5,000,000 |
| Gerry Goldberg | Director | Yes | 2,000,000 | C\$0.25 | May 29, 2024 | 3,000,000 |
| David Urban | Director | Yes | 2,000,000 | C\$0.25 | May 29, 2024 | 3,000,000 |
| Charles Pollack | Consultant | Yes | 250,000 | C\$0.25 | May 29, 2024 | N/A |
| Ed Brennan | Officer | Yes | 500,000 | C\$0.22 | May 28, 2023 | N/A |

Total Number of optioned shares proposed for acceptance: 45,750,000

2. Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned Shares⁽¹⁾ | Exercise Price | Original Date of Grant | Expiry Date |
|---|---|-----------------------|-------------------------------|--------------------|
| Former Director/Officer of FSD Pharma | 10,000,000 | \$0.022 | September 15, 2017 | September 15, 2022 |
| Officer of FSD Pharma | 20,000,000 | \$0.022 | September 15, 2017 | September 15, 2022 |
| Former optionholder of FV Pharma | 1,000,000 | \$0.09 | February 25, 2018 | February 25, 2023 |
| Former optionholder of FV Pharma | 2,500,000 | \$0.09 | March 28, 2018 | March 28, 2023 |
| Former optionholder of FV Pharma | 3,333,004 | \$0.10 | April 9, 2018 | April 9, 2023 |
| Director/Officer of FSD Pharma | 4,333,334 | \$0.09 | June 12, 2018 | June 12, 2023 |
| Director/Officer of FSD Pharma | 3,000,000 | \$0.13 | August 15, 2018 | August 15, 2023 |
| Director/Officer of FSD Pharma | 40,000,000 | \$0.74 | September 10, 2018 | September 10, 2023 |
| Officer of FSD Pharma | 2,000,000 | \$0.60 | September 15, 2018 | September 15, 2023 |
| Consultant | 1,000,000 | \$0.71 | September 26, 2018 | September 26, 2023 |
| Director of FSD Pharma | 3,000,000 | \$0.44 | November 12, 2018 | November 12, 2023 |
| Consultant of FSD Pharma | 250,000 | \$0.43 | November 15, 2018 | November 15, 2023 |
| Consultant of FSD Pharma | 100,000 | \$0.295 | December 15, 2018 | December 15, 2023 |
| Consultant of FSD Pharma | 100,000 | \$0.375 | January 14, 2019 | January 14, 2024 |
| Consultant of FSD Pharma | 100,000 | \$0.275 | February 13, 2019 | February 13, 2024 |
| Consultant of FSD Pharma | 100,000 | \$0.26 | March 15, 2019 | March 15, 2023 |
| FSD Pharma Employees and/or Consultants | 1,100,000 | \$0.25 | April 12, 2019 | April 12, 2024 |
| Consultant of FSD Pharma | 100,000 | \$0.235 | April 14, 2019 | April 14, 2024 |
| Consultant of FSD | 100,000 | \$0.235 | May 14, 2019 | May 14, 2024 |

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OR AMENDMENT**

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|--------|--|--|--|--|
| Pharma | | | | |
|--------|--|--|--|--|

(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.

No shareholder approval required.

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

N/A. Press release not required.

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

1,413,320,972 Class B 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.

6.52%

- (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.

3,465,759

- (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.

N/A

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

None.

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 9, 2019

Raza Bokhari
Name of Director or Senior
Officer

signed ("*Raza Bokhari*")
Signature

CEO
Official Capacity