

## FORM 11

### NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: HUGE

Date: September 11, 2018

#### 1. New Options Granted:

Date of Grant: August 15, 2018 and September 10, 2018

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Class B Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Raza Bokhari	Director	Yes	3,000,000	\$0.13	August 15, 2023	Nil
Raza Bokhari	Director	Yes	40,000,000	\$0.74	September 10, 2023	3,000,000

Total Number of optioned shares proposed for acceptance: 43,000,000

## 2. Other Presently Outstanding Options:

Optionee	No. of Optioned Class B Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Former Optionholders of FV Pharma Inc.	40,000,000	\$0.022	September 15, 2017	September 15, 2022
Former Optionholders of Century Financial Capital Group Inc.	550,000	\$0.025	December 23, 2017	December 23, 2019
Former Optionholders of FV Pharma Inc.	14,000,000	\$0.05	January 5, 2018	January 5, 2023
Former Optionholders of FV Pharma Inc.	1,000,000	\$0.09	February 25, 2018	February 25, 2023
Former Optionholders of FV Pharma Inc.	1,000,000	\$0.09	March 22, 2018	March 22, 2023
Former Optionholders of FV Pharma Inc.	2,500,000	\$0.09	March 22, 2018	March 28, 2023
Former Optionholders of FV Pharma Inc.	6,000,000	\$0.09	April 8, 2018	April 8, 2023
Former Optionholders of FV Pharma Inc.	10,000,000	\$0.10	April 9, 2018	April 9, 2023
Directors of FV Pharma Inc.	7,500,000	\$0.09	June 12, 2018	June 12, 2023

(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.

The Stock Option Plan was approved on February 19, 2018

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

September 11, 2018

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

There are currently 1,336,014,587 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.

6.4%

- (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.

48,051,458 Class B Shares remain reserved for issuance under the plan

- (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.

\$0.09

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

N/A.

#### **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 September 11, 2018.

Zeeshan Saeed  
Name of Director or Senior Officer

  
\_\_\_\_\_  
Signature

Executive Vice-President  
Official Capacity