



**FSD PHARMA INC.**  
199 Bay St., Suite 4000  
Toronto, Ontario M5L 1A9

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting of the shareholders (“**Shareholders**”) of FSD Pharma Inc. (the “**Company**”) will be held virtually, through the AGM Connect meeting platform at [www.agmconnect.com/fsd2023](http://www.agmconnect.com/fsd2023) on Thursday, June 29, 2023 at 1:00 p.m. (Toronto/New York time) subject to any adjournments or postponements thereof (the “**Meeting**”), for the following purposes (the “**Notice of Meeting**”):

1. to receive and consider the audited consolidated annual financial statements of the Company for the financial years ended December 31, 2022 and 2021, together with the reports of the auditor thereon (the “**Financial Statements**”);
2. to elect directors to the board of directors of the Company (the “**Board**”) for the ensuing year, as more particularly set forth in the accompanying management information circular dated May 19, 2023, and prepared for the purpose of the Meeting (the “**Circular**”);
3. to re-appoint MNP LLP as the auditor of the Company for the ensuing year and to authorize the Board to fix the remuneration of the auditor, as more particularly set forth in the Circular;
4. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of the Shareholders approving the Company’s equity incentive plan, as more particularly set forth in the Circular;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of the Shareholders re-approving the Company’s stock option plan, as more particularly set forth in the Circular; and
6. to transact such further and other business as may properly be brought before the Meeting or any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Circular.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is May 15, 2023 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders who choose to attend the Meeting will do so by following the instructions outlined in the chart below under “*Voting and Attending the Meeting*”. You will be able to access the Meeting using an internet connected device such as a laptop, computer, tablet or mobile phone and the Meeting platform will be supported across browsers and devices that are running the most updates version of the applicable software plugins. Only registered Shareholders (“**Registered Shareholders**”) and duly appointed proxyholders (including non-registered (beneficial) Shareholders who have appointed themselves as proxyholder) will be entitled to attend, participate and vote at the Meeting.

This Notice of Meeting should be read together with the Circular and form of proxy (the “**Form of Proxy**”) or a voting instruction form (“**VIF**”), as applicable.

### **Notice-and-Access**

This year, the Company has elected to use for the Meeting the notice-and-access provisions under National Instrument 54- 101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51- 102 – *Continuous Disclosure Obligations* (together with NI 54-101, the “**Notice-and-Access Provisions**”) of the Canadian Securities Administrators (the “**CSA**”). The Notice-and-Access Provisions are a set of rules developed by the CSA that reduce the volume of materials that must be physically mailed to the Shareholders by allowing the Company to post its Circular and any additional materials online. Shareholders who would like more information about the Notice-and-Access Provisions may contact the Company’s transfer agent, Marrelli Trust Company Limited, at 1 (416) 361-0737 or over e-mail at [info@marrellitrust.ca](mailto:info@marrellitrust.ca). **Please see the section entitled “Notice-and-Access” in the accompanying Circular.**

The Circular and all additional materials have been posted in full online at [www.agmconnect.com/fsd2023](http://www.agmconnect.com/fsd2023) and under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). All Shareholders of record as of the Record Date, will receive a notice and access notification containing instructions on how to access the Circular and all additional materials.

**Shareholders are reminded to carefully review the Circular and any additional materials prior to voting on the matters being transacted at the Meeting.** Copies of: (i) this Notice of Meeting; (ii) the Circular; (iii) the Form of Proxy or VIF; and (iv) the Financial Statements and accompanying management discussion and analysis, may be obtained free of charge by emailing [voteproxy@agmconnect.com](mailto:voteproxy@agmconnect.com), or by calling 1-855-839-3715. In order to ensure that a paper copy of the Circular and additional materials can be delivered and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than June 12, 2023.

The Board requests that all such Shareholders who will not be attending the Meeting virtually read, date and sign the accompanying proxy and deliver it to AGM Connect by one of the methods outlined below. If a Shareholder does not deliver a proxy to AGM Connect by one of the methods outlined below by June 27, 2023 at 1:00 p.m. (Toronto/New York time) (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting) then the Shareholder will not be entitled to vote at the Meeting by proxy.

If you are not a Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

### Voting and Attending the Meeting

VOTING	IF YOU HAVE RECEIVED A PROXY FORM WITH A VOTER ID AND MEETING ACCESS CODE FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY FORM OR VIF WITH A <u>16-DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
Voting Method	<b>Registered Shareholders</b> (your securities are held in your name in a physical certificate or DRS statement)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank, or other intermediary)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank, or other intermediary)
Internet	Login to <a href="https://app.agmconnect.com">https://app.agmconnect.com</a> , using the Meeting Access Code and Voter ID provided to you, and complete the form to Submit Proxy		Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> Enter the 16- digit control number printed on the VIF and follow the instructions on screen
Email	Complete, sign and date the proxy form and email to: <a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>		N/A
Telephone	Call 1-855-839-3715 to register your vote for the Meeting		N/A
Mail	Enter your voting instructions, sign, date and return the form to AGM Connect in the enclosed envelope		Enter your voting instructions, sign, date and return completed VIF in the enclosed postage paid envelope

ATTENDING THE MEETING	IF YOU HAVE RECEIVED A PROXY FORM WITH A VOTER ID AND MEETING ACCESS CODE FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY FORM OR VIF WITH A <u>16- DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
	<b>Registered Shareholders</b> (your securities are held in your name in a physical certificate or DRS statement)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank, or other intermediary)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank, or other intermediary)
PRIOR TO THE MEETING	N/A	Appoint your proxyholder on your proxy and submit it to <a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>	Appoint your proxyholder as instructed herein and on the VIF.
	N/A	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect Voter ID and Meeting Access Code	AFTER submitting your proxy appointment, <b>you MUST contact AGM Connect</b> to obtain a Voter ID and Meeting Access Code at 1-855-839-3715 or <a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>

<p><b>JOINING THE VIRTUAL MEETING</b> (at least 15 minutes prior to start of the Meeting)</p>	<p><b>Login to the AGM Connect platform at <a href="http://app.agmconnect.com">http://app.agmconnect.com</a></b> Registered Shareholders or validly appointed Proxyholders will need to provide:</p> <ul style="list-style-type: none"> <li>• your email address</li> <li>• AGM Connect Voter ID (from your Proxy)</li> <li>• Meeting Access Code (from your Proxy)</li> </ul>
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### COVID-19

This year, due to the ongoing public health impact of COVID-19 and in order to mitigate risks to the health and safety of the Shareholders, the Company’s employees and other stakeholders, we will hold the Meeting in a virtual only format, which will be conducted via live webcast available online at [www.agmconnect.com/fsd2023](http://www.agmconnect.com/fsd2023). Registered Shareholders and duly appointed proxyholders will be able to participate in the Meeting virtually, submit questions and vote their shares while the Meeting is being held. The Company hopes that hosting a virtual meeting helps enable greater participation by the Shareholders by allowing Shareholders that might not otherwise be able to travel to a physical meeting to attend online, while minimizing the health risks associated with large gatherings.

**Shareholders are entitled to vote at the Meeting either virtually or by proxy, as described in the Circular under the heading “*Shareholder Questions About Voting*”. Only Registered Shareholders, or the persons they duly appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to Shareholders who own their shares in the capital of the Company through an intermediary, see “*Shareholder Questions About Voting*” and “*Advice to Beneficial Shareholders*” in the Circular.**

Dated at Toronto, Ontario this 19<sup>th</sup> day of May, 2023.

**BY ORDER OF THE BOARD**

(signed) “Anthony Durkacz”

Anthony Durkacz

Interim Chief Executive Officer and Co-Executive Chairman