

NASDAQ CORPORATE GOVERNANCE DISCLOSURE STATEMENT

FSD Pharma Inc. (the “Company” or “we”) is a foreign private issuer and its common shares are listed on The Nasdaq Capital Market (“Nasdaq”) and the Canadian Securities Exchange (the “CSE”). Nasdaq Listing Rule 5615(a)(3) permits a foreign private issuer to follow its home country practices (in the case of the Company, certain practices permitted under the laws of Canada, the province of Ontario and the CSE (collectively, “**Home Country Practice**”)) in lieu of most of the requirements of the 5600 Series of the Nasdaq Listing Rules. In order to claim such an exemption, we must disclose the significant differences between our corporate governance practices and those required to be followed by U.S. domestic issuers under Nasdaq’s corporate governance requirements. Set forth below is a brief summary of such differences.

Quorum Requirements

Nasdaq Listing Rule 5620(c) requires that each issuer provide for a quorum for any meeting of the holders of common shares of at least 33^{1/3}% of the Company’s outstanding common voting shares. The Company does not follow this Nasdaq Listing Rule, and its organizational documents instead provide that two persons present and each entitled to vote at any meeting of shareholders shall constitute a quorum.

Shareholder Approval Requirements

In certain instances, Nasdaq Listing Rule 5635 requires each issuer to obtain shareholder approval prior to an issuance of securities in connection with: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) transactions other than public offerings. The Company does not follow this Nasdaq Listing Rule. Instead, the Company complies with Home Country Practice, which has different requirements for shareholder approval (including, in certain instances, not requiring any shareholder approval) in connection with issuances of securities in the circumstances listed above.