

## **FSD PHARMA, INC SECURITIES CLASS ACTION SETTLEMENT**

**Claims Bar Deadline is June 21, 2021 at 5:00 PM EST**

Each Class Member must complete and submit a Claim Form electronically using the online claims administration portal on or before the Claims Bar Deadline of June 21, 2021, 5:00 PM EST, in order to participate in the settlement.

The online claims administration portal and Claim Form can be accessed at <https://portal.fsdsecuritiesclassaction.com>.

If you do not submit a completed Claim Form by the Claims Bar Deadline of June 21, 2021, you will not receive any part of the Net Settlement Amount.

You may be eligible for compensation from the Net Settlement Fund and may qualify as a Class Member if you are a person or entity, excluding certain persons associated with the Defendant, wherever they may reside or be domiciled, who purchased or otherwise acquired FSD Pharma, Inc. ("FSD") class B common shares in the secondary market, on or after September 20, 2018, and held some or all of those shares until after the close of trading on February 6, 2019 ("Class Members" and the "Class").

The purpose of these instructions is to summarize the requirements to file a successful Claim and to be deemed an "**Authorized Claimant**" under the terms and definitions pursuant to the Plan of Allocation and the Settlement Agreement. Both documents, and other important Court documents, are available under the *Documents section* of this claim's administration portal. It is advisable to read these documents if you are considering filing a Claim Form.

If a Claimant fails to provide the Administrator the required calculations for their Maximum Entitlement (September Disclosure) or Maximum Entitlement (November Disclosure) and Supporting Documentation in an organized manner and clear format to allow the Administrator to readily discern the amount of the Claim and the adjudication of the Claim Form, the Administrator may exercise the right to reject the Claim Form in its entirety.

Failure to fully comply with these instructions may result in the Rejection of your Claim Form.

Your Claim Form must be completed in the online claims administration portal to qualify for compensation from the Net Settlement Fund and to be able to review the status of your Claim.

Once the Administrator determines that a Claimant is an Authorized Claimant, the respective number of his, her or its Qualified Shares and his, her or its Maximum Entitlement (September Disclosure) and/or Maximum Entitlement (November Disclosure), and the *Pro Rata* Distribution (September Disclosure) from the Compensation Fund (September Disclosure) and the *Pro Rata* Distribution (November Disclosure) from the Compensation Fund (November Disclosure), the Administrator shall advise the Claimant of the Administrator's decision by posting it on the Claimant's online claim file.

**If your Claim has been designated as "Amended", "Deficiency" or "Rejected" in the portal, a Claim Determination Notice will be sent within five (5) business days of the date of Claim Determination.**

## **CLAIM FORM INSTRUCTIONS**

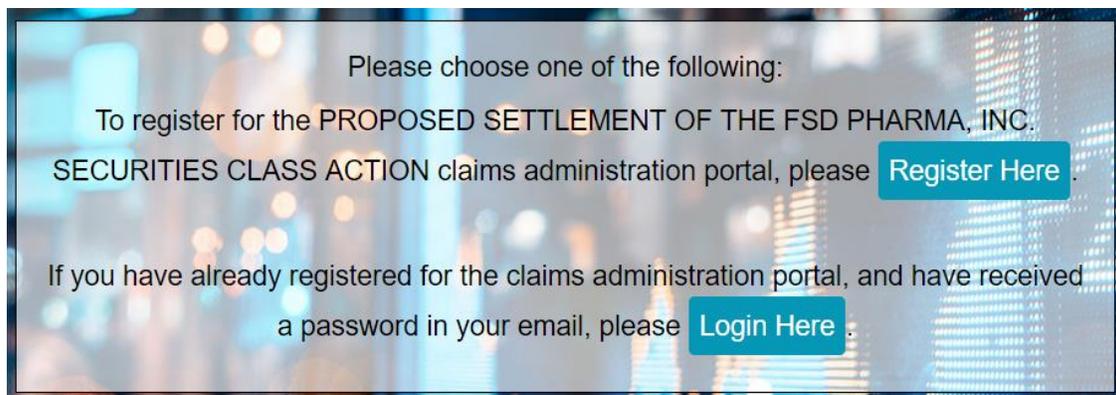
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### **HOW TO REGISTER FOR THE PORTAL**

- A. Visit <https://portal.fsdsecuritiesclassaction.com>;
- B. Click on REGISTER HERE (see below for image);



- C. Complete the Required Fields;  
PLEASE NOTE: If you DO NOT currently work as an Institutional Investor, Broker, Law firm, Mutual Funds, or Third-Party Claims Filing Firm, please only choose RETAIL INVESTOR-

### **INDEX**

### Register

\* - Required Fields

Email Address	<input type="text"/>	*
Repeat Your Email Address	<input type="text"/>	*
Claimant Type	<input type="text" value="Please Select"/>	*
First Name	<input type="text"/>	*
Last Name	<input type="text"/>	*
Mobile Phone	<input type="text" value="+1 (506) 234-5678"/>	*
Home Phone	<input type="text" value="+1 (506) 234-5678"/>	*
Address 1	<input type="text"/>	*
Address 2	<input type="text"/>	*
City	<input type="text"/>	*
Country	<input type="text" value="Canada"/>	*
State	<input type="text" value="PLEASE SELECT A PROVINCE"/>	*
Postal	<input type="text"/>	*

- D. Once all required fields are complete, click REGISTER at the bottom of the page;
- E. Immediately after registering, you will be sent an email containing a temporary individual password. Please check your junk/spam folder if you do not receive the email containing a temporary individual password in your inbox. If you do not receive this email, please click on the FORGOT YOUR PASSWORD button on the login screen. (see below for image)

No account yet?

Email

Password

Forgot your password?

## WHAT TO EXPECT WHEN YOU LOGIN THE FIRST TIME

The portal is set up to be very easy to follow, with automatic steps. Each time you complete one step, the next step will automatically load. You can see which step you're on, by viewing the progress bar at the top.



- A green circle indicates the step you're currently on.
- A circle with a check mark indicates a completed step.
- A grey circle indicates a step still required to complete.

If you log out of the portal, or if you lose connection with the portal (due to power outage, Internet connection fails, etc.) when you log back into the portal, you will automatically be placed at the last step you left off at. If you have completed all required steps, you will be greeted with the Claim Form landing page.

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### STEP ONE UPDATE YOUR PASSWORD

After logging into the portal for the first time, you will be prompted to update your password. You will also see this page anytime you select FORGOT YOUR PASSWORD on the login page.

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## Password Change

Please enter your current password and your new password.

Current Password:

New Password:

Type your New Password again :

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## STEP TWO

### User Profile

After updating your password, you will be prompted to confirm your contact information. Please verify that you have entered your name and address correctly, as mistakes made could impact a Distribution arriving to you on time, should your Claim Form be deemed Qualified.



Please confirm and/or update your profile information. This information will be used to deliver your share of the settlement fund

**User Profile**

**\* - Required Fields**

Email Address	<input type="text" value="smlockie@hotmail.com"/>	*
Claimant Type	<input type="text" value="Individual Investor"/>	*
First Name	<input type="text" value="SARAH"/>	*
Last Name	<input type="text" value="LOCKIE"/>	*
Mobile Phone	<input type="text" value="Canada [REDACTED]"/>	*
Home Phone	<input type="text" value="Canada [REDACTED]"/>	*
Address 1	<input type="text" value="ADDRESS"/>	*
Address 2	<input type="text"/>	
City	<input type="text" value="CITY"/>	*
Country	<input type="text" value="Canada"/>	*
State	<input type="text" value="ONTARIO"/>	*
Postal	<input type="text" value="[REDACTED]"/>	*

**Confirm/Update Your Profile Info**

### **STEP THREE**

#### **Choose Your Claim Form Type**

Step Three is the first page of completing the Claim Form. The FSD PHARMA is broken into two different Disclosures – September and November. Please select the Disclosure that reflects the dates you acquired your shares, and then press SAVE to move to the next step.

- Make sure to write the Beneficiary Name exactly how you'd like it to appear if your Claim Form qualifies to be part of the Distribution. Incorrect Beneficiary Names could lead to Distribution cheques being delayed or the bank indicating the cheque is unable to be cashed.
- **“Qualified Shares (September Disclosure)”** means Shares purchased or acquired on or after September 20, 2018, but before November 29, 2018, and held until after the close of trading on February 6, 2019, calculated using LIFO.
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### Please choose the Claim Form you wish to complete

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Please note the following:

- \* Qualified Shares cannot be placed in both Disclosures.
- \* If you have purchased in both time frames, you are required to complete two (2) Claim Forms - one for each Disclosure.
- \* You can only create one Claim Form at a time.
- \* Please complete one Claim Form in its entirety, prior to starting the next Claim Form.
- \* You may complete as many Claim Forms as required.

**IMPORTANT:** Each transaction does not require its own Claim Form.  
Please combine purchases completed within the same time frame into a single Claim Form.

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<div style="border: 1px solid blue; background-color: #4a90e2; color: white; padding: 5px; display: inline-block; margin-bottom: 10px;">September Disclosure</div> <p>Choose September Disclosure if you purchased/acquired shares on or after September 20, 2018, but before November 29, 2018 and held until after the close of trading on February 6, 2019</p>	<div style="border: 1px solid orange; background-color: #f79646; color: white; padding: 5px; display: inline-block; margin-bottom: 10px;">November Disclosure</div> <p>Choose November Disclosure if you purchased/acquired shares on or after November 29, 2018 and held until after the close of trading on or February 6, 2019.</p>
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SARAH LOCKIE

 \*

Beneficiary Name

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Save

Cancel

**STEP FOUR**  
**Completing the Claim Form**

Regardless of the type of Claim Form you choose – September Disclosure or November Disclosure – you will be greeted with the same fields to complete, except for Letter A.

Letter A will state the requirements for the specific Disclosure you have chosen.

**September Disclosure Claim Form** will look like this:

<b>A</b>	Total number of Qualified Shares purchased or acquired on or after September 20, 2018, but before November 29, 2018, and held until after the close of trading on February 6, 2019, calculated using LIFO.	<input type="text" value="0"/> *
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**November Disclosure Claim Form** will look like this:

<b>A</b>	Total number of Qualified Shares purchased or acquired on or after November 29, 2018, and held until after the close of trading on February 6, 2019, calculated using LIFO	<input type="text" value="0"/> *
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The rest of the Claim Forms contain identical fields.

## SECTION A

**Section A** is dedicated to the shares that were disposed of February 7, 2019 up to and including February 21, 2019. If you do not have any shares that were disposed of during this time, you do not have to complete this section. A zero (0) must be placed in each fillable field. If one of these fields is empty, the Claim Form will be unable to save, and will produce NaN in each field missing a number.

*Section A* For **Qualified Shares** disposed of on or after February 7, 2019 up to and including February 21, 2019, the difference between the price paid for each of those **Qualified Shares** (including any commissions paid in respect thereof) and the price received upon the disposition of those **Qualified Shares** (without deducting any commissions paid in respect of the disposition) on a LIFO basis;

*(Section A above computed in boxes B-F below)*

<b>B</b>	The number of <b>Qualified Shares</b> in "A" that were disposed of on or before the 10 <sup>th</sup> day trading day following the Class Period (shares disposed of on or after February 7, 2019 up to and including February 21, 2019)	0	*
<b>C</b>	The average price paid for those <b>Qualified Shares</b> in "B" (including commissions) "C" ( <i>per share</i> , round to two decimal places)	\$ 0	*
<b>D</b>	The average price received for those <b>Qualified Shares</b> disposed of in "C" (without deducting commissions) "D" ( <i>per share</i> , round to two decimal places)	\$ 0	*
<b>E</b>	The difference between the average price paid for those <b>Qualified Shares</b> in "B" (including commissions) and the average price received upon disposition of those <b>Qualified Shares</b> in "B" (without deducting commissions) "C" minus "D" = "E"	\$ 0	
<b>F</b>	Net Loss for <b>Qualified Shares</b> Disposed of in "B" "B" multiplied by "E" = "F"	\$ 0	

## SECTION B

**Section B** is to be completed for Qualified Shares not disposed of on or before the 10<sup>th</sup> trading day after the public correction (February 21, 2019).

- Letter G will calculate automatically for you, based on the number of Qualified Shares entered in the Letter A field and the number of Qualified Shares disposed of in Section A, entered in the Letter B field.
  - If you find yourself with more shares you would like to enter into Letter G, please go back and verify the total number of Qualified Shares placed in the September Disclosure.

*Section B For "Qualified Shares" not disposed of on or before the 10th trading day after the public correction (February 21, 2019),*

An amount equal to the number of Qualified Shares disposed of by an Authorized Claimant, multiplied by the difference between the price paid for each of those Qualified Shares (including any commissions paid in respect thereof determined on a per security basis) and the ten-day volume-weighted average trading price for those Qualified Shares following the public correction.

*(Section B.a above computed in boxes G-K below)*

<b>G</b>	Number of Qualified Shares not disposed of on or before the 10th trading day after the last public correction (February 21, 2019)		<input type="text" value="0"/>
<b>H</b>	The average price paid for those Qualified Shares in "G" (including commissions). "H"	\$	<input type="text" value="0"/> *
<b>I</b>	The ten-day volume-weighted average trading price for those Qualified Shares following the last public correction on February 7, 2019. "I"	\$	<input type="text" value="1.50"/>
<b>J</b>	The difference between the average price paid for the Qualified Shares in "G" (including commissions) and the ten-day volume-weighted average trading price for Qualified Shares following the release of the public correction before market open on February 7, 2019. "H" minus "I" = "J"	\$	<input type="text" value="0.00"/>
<b>K</b>	Net Loss for Qualified Shares Disposed of in "G" "G" multiplied by "J" = "K"	\$	<input type="text" value="0"/>

Your Maximum Entitlement will automatically calculate into Letter L.

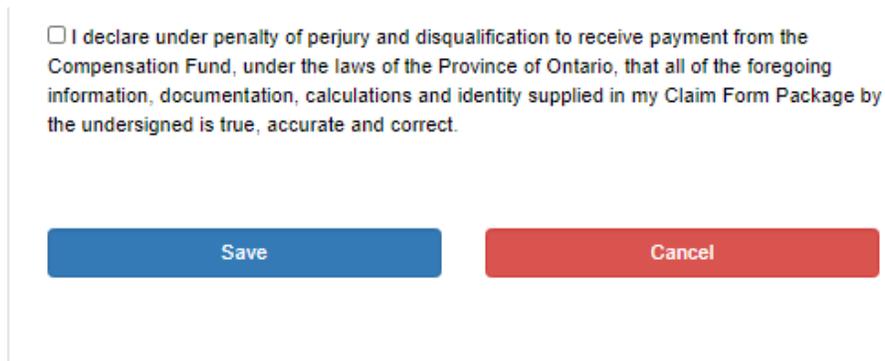
Please note – Maximum Entitlement calculations are the maximum amount a Qualified Claimant will receive from the Distribution, however, this number is not guaranteed. Pro-Rata Distribution amounts will be listed in the portal after all Claim Forms have been adjudicated.

Before you can submit SAVE on your Claim Form, you must upload supporting documentation validating your claim. The supporting documentation will clearly show the dates you acquired your shares, as well as dates you disposed of your shares February 7, 2019 up to and including February 21, 2019. If you did not dispose of your shares by end of trade on February 21, 2019, please upload your February 2019 statement, showing you still held those shares.

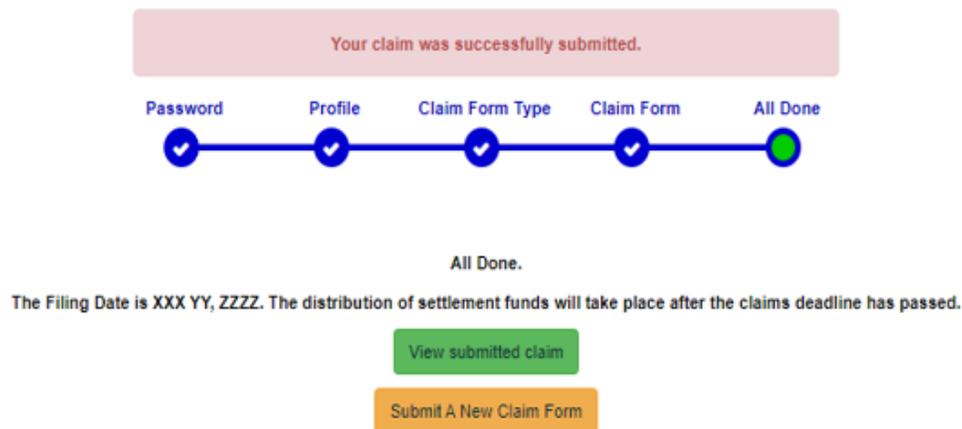
For detailed instructions how to upload files, please click [here](#).



The final step is to confirm the declaration at the bottom of the Claim Form and press SAVE.



Once you have pressed SAVE on your Claim Form, you will be greeted with the following:



**ADDING A CLAIM FORM** - If you would like to submit an additional Claim Form, please click on the orange Submit A New Claim Form button to start the process over.

If you would like to review the Claim Form(s) you have already submitted, please click on the green, View Submitted Claim(s)

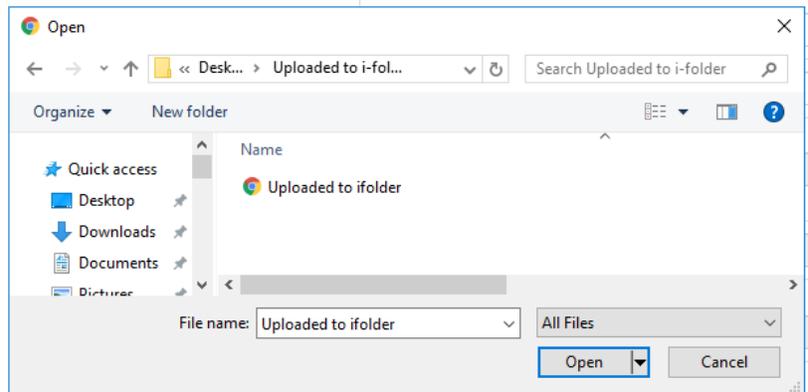
## HOW TO UPLOAD SUPPORTING DOCUMENTATION

Before you can save your Claim Form, your supporting documentation needs to be uploaded. The documentation should clearly show the dates the shares were purchased/acquired, as well as the dates the shares were disposed of. If the shares were not disposed of, upload the most recent statement showing the shares are still held.

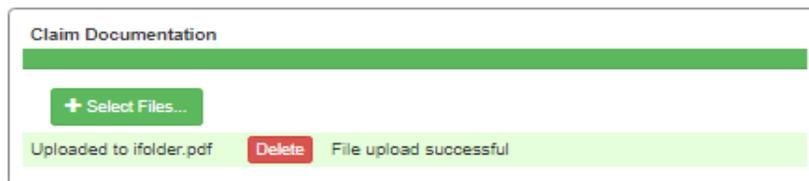
- Scroll to the section “Claim Documentation”, located near the bottom of the Claim Form page
- Click on “Select Files”



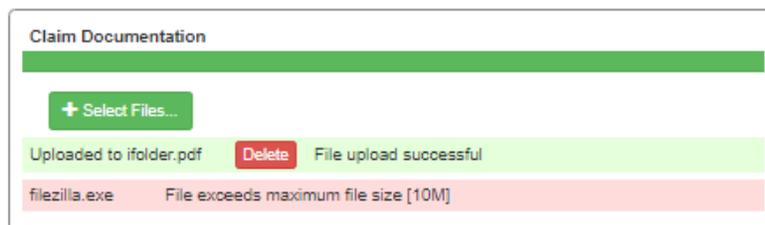
- A browsing window will open, allowing you to select the files you wish to upload, and press “Open”



- Once the files have been successfully uploaded, the bar will turn green.



- If the file type is not an acceptable file type, or the file is too large, the red bar will appear, indicating that the file did not successfully upload



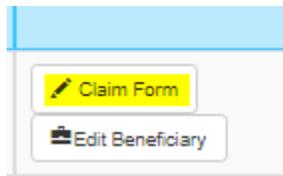
## HOW TO EDIT A CLAIM FORM THAT'S ALREADY BEEN SAVED

There may be instances you will need to edit a Claim Form that's already been entered and saved into the portal.

- Click on 'View Claims' button at the top of the portal.



- Click on the "Claim Form" button to the right side of the "Files" column. Please note: if you have more than one Claim Form entered, click on the "Claim Form" button in the same row of the Claim Form you're wishing to edit.



- Once the page loads, scroll to the bottom of the Claim Form page and click the orange box to allow for edits on the Claim Form



- Enter all updated information and save. If you do not wish to change any information, click on "Cancel"

## **Pursuant to the Court approved Plan of Allocation**

**Maximum Entitlement (September Disclosure) and Maximum Entitlement (November Disclosure) shall be calculated as follows:**

- (a) For Qualified Shares disposed of on or before the 10th trading day after the public correction (released before market open on February 7, 2019), the difference between the price paid for each of those Qualified Shares (including any commissions paid in respect thereof) and the price received upon the disposition of those Qualified Shares (without deducting any commissions paid in respect of the disposition) on a LIFO basis;
- (b) For Qualified Shares not disposed of after the 10th trading day after the public correction, an amount equal to the number of Qualified Shares disposed of by an Authorized Claimant, multiplied by the difference between the price paid for each of those Qualified Shares (including any commissions paid in respect thereof determined on a per security basis) and the ten-day volume-weighted average trading price for those Qualified Shares following the public correction.

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### **THE ADMINISTRATOR**

The Administrator shall have such powers and rights reasonably necessary to discharge its duties and obligations to implement and administer the Escrow Account and the Plan of Allocation in accordance with their terms, subject to the direction of the Court, including:

- (a) the power to contact Claimants or their representatives to obtain more information about a claim and/or to audit claims;
- (b) if the Administrator reasonably believes that a Claim contains intentional errors the effect of which if not corrected would increase the Distribution to be awarded to a Claimant, the Administrator may disallow the Claim in its entirety;
- (c) if a Claimant fails to provide the Administrator the required calculations for their Maximum Entitlement (September Disclosure) or Maximum Entitlement (November Disclosure) and Supporting Documentation in an organized manner and clear format to allow the Administrator to readily discern the amount of the Claim and the adjudication of the Claim Form, the Administrator may exercise the right to reject the Claim Form in its entirety; and
- (d) where a Claim Form contains minor omissions or errors, the Administrator may correct such omissions or errors if the information necessary to correct the omission or error is readily available to the Administrator.

The Administrator shall, wherever practical, develop, implement and operate an administration system utilizing web-based technology and other electronic systems for the following:

- Class notification, as required;

- claim filing and document collection;
- claim evaluation, analysis, and Reference procedures;
- distribution analysis and Distributions.

Claimants must submit their Claims Forms electronically using the online claims administration portal.

Once the Administrator determines that a Claimant is an Authorized Claimant, the respective number of his, her or its Qualified Shares and his, her or its Maximum Entitlement and *Pro Rata* Distribution from the Compensation Fund, the Administrator shall advise the Claimant of the Administrator's decision by posting it on the Claimant's online claim file.

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### **DEFICIENCIES IN CLAIM FORM AND SUPPORTING DOCUMENTATION**

If practicable, providing any Claimant whose Claim Form is not properly completed or does not include some of the required Supporting Documentation, an opportunity to remedy the deficiency as stipulated in the Agreement;

In order to remedy any deficiency in the completion of a Claim Form, the Administrator may require and request that additional information be submitted by a Claimant who submits a Claim Form. Such Claimant shall have until the later of thirty (30) days from the date of the request from the Administrator or the Claims Bar Deadline to rectify the deficiency. Any person who does not respond to such a request for information within the thirty (30) day period shall be forever barred from receiving any payments pursuant to the Settlement, subject to any order of the Court, but will in all other respects be subject to, and bound by, the provisions of the Agreement and the releases.

The Administrator will not accept nor process any Claim Form that does not have the calculation of Maximum Entitlement completed and accompanied with the required Supporting Documentation.

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### **THE PROCEDURE FOR REFERENCE**

3. If a Claimant disagrees with the Administrator's decision relating to eligibility to share in the Distribution, the determination of the number of Qualified Shares, or the amount of his/her/its Maximum Entitlement (September Disclosure) and/or Maximum Entitlement (November Disclosure), a Claimant may elect a Reference by the Referee by delivering a written election for review to the Administrator within fifteen (15) days of receipt of the Administrator's decision.
4. The election for a Reference must set out the basis for the disagreement with the Administrator's decision and attach all documents relevant to the review which have not

previously been delivered to the Administrator. This election for a Reference must be accompanied by a certified cheque or money order, payable to the Administrator, in the amount of \$150.

5. Upon receipt of an election for a Reference, the Administrator shall provide the Referee with online access to a copy of:
  - (a) the election for a Reference and accompanying documents;
  - (b) the Administrator's decision on eligibility, the number of Qualified Shares and its calculation of the Maximum Entitlement (September Disclosure) and/or Maximum Entitlement (November Disclosure), as applicable; and
  - (c) the Claim Form and Supporting Documentation.
6. The Referee will carry out the Reference in an inexpensive, summary manner. The Referee will provide all necessary procedural directions and the review will be in writing unless the Referee provides otherwise.
7. The Administrator shall participate in the process established by the Referee to the extent directed by the Referee.
8. The Referee shall deliver a written decision to the Claimant and the Administrator. If the Referee disturbs the Administrator's decision relating to eligibility to share in the Distribution, the number of Qualified Shares or his/her/its Maximum Entitlement, the Administrator shall return the \$150 deposit to the Claimant. If the Referee does not disturb the Administrator's decision, the Administrator shall add the \$150 to the Compensation Fund.
  - (a) if the Administrator reasonably believes that a Claim contains intentional errors the effect of which if not corrected would increase the Distribution to be awarded to a Claimant, the Administrator may disallow the Claim in its entirety;

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## **DEFINITIONS**

For the purposes of the Agreement, including the Recitals and Schedules hereto:

**Action** means the action *Anne Miller v FSD Pharma Inc.*, brought in the Court under Court File No. CV-19-614981-00CP.

**Administration Expenses** means all fees, disbursements, expenses, costs, taxes and any other amounts incurred or payable relating to approval, implementation and administration of the Settlement including the costs of translating, publishing and delivering notices and the fees, disbursements and taxes paid to the Administrator, the Referee, the Transfer Agent (see Sections 7 and 15.3 of the Agreement) and any other expenses approved by the Court which shall all be paid from the Settlement Amount. For greater certainty, Administration Expenses include the Non-Refundable Expenses but do not include Class Counsel Fees.

**Administrator** means the third-party firm appointed by the Court to administer the Agreement after the Settlement is approved by the Court, and any employees of such firm.

**Agreement** means this agreement, including the Recitals and Schedules hereto.

**Authorized Claimant** means any Class Member who has been approved for compensation by the Administrator.

**Claim Form** means the form or forms to be approved by the Court, which, when completed and submitted in a timely manner to the Administrator, enables a Class Member to apply for compensation pursuant to this Agreement.

**Claims Bar Deadline** means the date by which each Class Member must file a completed Claim Form and all required supporting documentation with the Administrator which date shall be set out in the Second Notice and which shall be at least one hundred twenty days (120) days after the date on which the Second Notice is last published.

**Class or Class Members** means all persons and entities, other than Excluded Persons, wherever they may reside or be domiciled, who during the Class Period acquired Shares in the secondary market on or after September 20, 2018, and held some or all of such Shares as of the close of trading on February 7, 2019.

**Class Counsel** means Morganti & Co., P.C.

**Class Counsel Fees** means the fees, disbursements, costs, HST, and other applicable taxes or charges of Class Counsel and a *pro rata* share of all interest earned on the Settlement Amount to the date of payment, as approved by the Court.

**Class Period** means the period from September 20, 2018 to February 7, 2019, inclusive.

**Contributing Parties** means FSD and its insurer funding the Settlement.

**Court** means the Ontario Superior Court of Justice.

**CPA** means the *Class Proceedings Act, 1992*, SO 1992, c 6, as amended.

**Defendant** means FSD.

**Eligible Shares** means Shares purchased during the Class Period and held at the close of trading on February 7, 2019.

**Effective Date** means the date on which the Second Order becomes a final order and the time for any appeals has expired.

**Escrow Account** means the interest bearing Canadian currency trust account with one of the Canadian Schedule 1 banks or a liquid money market account or equivalent security with a rating equivalent to, or better than, that of an interest bearing account in a Canadian Schedule 1 bank in Ontario, initially under

the control of Morganti & Co., P.C., subject to the terms of this Agreement, and then transferred to the control of the Administrator on or after the Effective Date.

**Escrow Settlement Amount** means the Settlement Amount plus any interest accruing thereon as a result of investment thereof after payment of all Non-Refundable Expenses.

**Excluded Persons** means:

- a. FSD and its past or present subsidiaries, affiliates, predecessors, successors and assigns;
- b. any person who was an officer or director of FSD for any portion of the Class Period;
- c. any immediate member of the families of any officers or directors of FSD during any portion of the Class Period; and
- d. any entity in which any of the above persons has or had during the Class Period any legal or de facto controlling interest.

**First Motion** means the motions brought before the Court, for orders:

- i. granting certification for settlement purposes only;
- ii. setting the date for the hearing of the Second Motion;
- iii. approving the form of the First Notice;
- iv. approving and authorizing publication and dissemination of the First Notice pursuant to the Plan of Notice;
- v. approving the Opt-Out Form;
- vi. appointing Morganti & Co., P.C., to control the Escrow Account subject to the terms of this Agreement; and
- vii. appointing Paul Battaglia of Trilogy Class Action Services to serve as O&O Administrator.

**First Notice** means notice to the Class in a form to be approved by the Court, which shall substantially be in accordance with the notice at Schedule "B".

**First Order** means the order made by the Court granting the relief sought on the First Motion, substantially in the form of the order at Schedule "A".

**FSD** means FSD Pharma, Inc. and its subsidiaries and affiliates during any portion of the Class Period.

**Newspapers** means the following newspaper publications: National Post, Montreal Gazette, and La Presse (online only).

**Non-Refundable Expenses** means certain administration expenses stipulated in section 4.1(1) of the Agreement to be paid from the Settlement Amount.

**"O&O Administrator"** means the third-party firm appointed by the Court to receive and report on objections and opt-outs to the Settlement, if any, before the Settlement is approved, and any employees of such firm.

**Opt-Out Deadline** means the date to be specified in the First Notice which shall be at least 60 days after the date on which the First Notice is last published in the Newspapers.

**Opt-Out Form** means the documents, as approved by the Court, in English and French which shall substantially be in accordance with the documents at Schedule G, that if properly completed and submitted by a Class Member to the O&O Administrator before the expiry of the Opt-Out Deadline, excludes that Class Member from the Class, the Action and participation in the Settlement.

**Opt-Out Party** means any person who would otherwise be a Class Member who validly opts-out of the Action.

**Opting Out** means properly completing and submitting an Opt-Out Form and all necessary supporting documents specified in Section 11.2 of the Agreement before the expiry of the Opt-Out Deadline.

**OSA** means the Ontario *Securities Act*, RSO 1990, c. S.5, as amended.

**Parties** means the Plaintiff and the Defendant.

**Plaintiff** means Anne Miller.

**Plan of Allocation** means the plan, as approved by the Court, which shall substantially be in accordance with the plan at Schedule “F”.

**Plan of Notice** means the plan for disseminating the First Notice and the Second Notice to the Class, as approved by the Court, which shall substantially be in accordance with the plan attached as Schedule “C”.

**Referee** means [to be identified by Plaintiff’s Counsel], or such other person or persons appointed by the Court to serve in that capacity.

**Released Claims** (or **Released Claim** in the singular) means any and all manner of claims, demands, actions, suits, causes of action, whether class, individual or otherwise in nature, whether personal or subrogated, damages whenever and wherever incurred, and rights and liabilities of any nature whatsoever, including interest, costs, expenses, administration expenses, penalties, Class Counsel Fees and lawyers’ fees, whether known or unknown, suspected or unsuspected, in law, under statute, in equity, at common law or civil law, or under any other law, rule or regulation that the Releasers, or any of them, whether directly, indirectly, derivatively, or in any other capacity, ever had, now have, or hereafter can, shall, or may have as against the Releasees relating or connected in any way to the purchase, sale, retention, pricing, marketing or distributing of Shares, or to any conduct alleged, or that could have been alleged, in the Action, including, without limitation, any such claims that have been asserted, would have been asserted or could have been asserted in any forum whether in Canada or elsewhere, as a result of or in any connected with the purchase, retention or sale, or lack of purchase or sale, of Shares in the Class Period.

**Releasees** means the Defendant and its respective past and present affiliates, and subsidiaries, and each of their respective current or former insurers, reinsurers, directors, officers, partners, employees, agents, trustees, servants, parents, consultants, underwriters, lenders, advisors, lawyers, representatives,

successors, predecessors, assigns and each of their respective heirs, executors, attorneys, administrators, guardians, estates, trustees, successors and assigns.

**Releasors** means, jointly and severally, the Plaintiff, the Class Members (excluding those who validly opt-out), including any person having a legal and/or beneficial interest in the Shares purchased or acquired by these Class Members and their respective past and present predecessors, affiliates, subsidiaries, directors, officers, employees, partners, parents, agents, trustees, servants, consultants, underwriters, lenders, shareholders, advisors, representatives, lawyers, heirs, executors, attorneys, administrators, guardians, estate trustees, successors and assigns, as the case may be.

**Second Motion** means the motions brought in the Court for an order:

- a. approving the Settlement;
- b. appointing the Administrator and the Referee;
- c. approving the Second Notice;
- d. approving the Plan of Allocation;
- e. approving the Claim Form;
- f. setting the Claims Bar Deadline;
- g. dismissing the Action without costs and with prejudice; and
- h. approving Class Counsel Fees.

**Second Notice** means notice to the Class in a form to be approved by the Court, which shall substantially be in accordance with the notice at Schedule "E".

**Second Order** means the order made by the Court granting the relief sought on the Second Motion, substantially in the form of the order at Schedule "D".

**Settlement** means the settlement provided for in this Agreement.

**Settlement Amount** means Canadian \$5,500,000, inclusive of the Administration Expenses, Class Counsel Fees, interest, taxes and any other costs or expenses related to the Action or the Settlement.

**Shares** means class B common shares of FSD that are or were listed for trading during the Class Period.