
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

Ensysce Biosciences, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee paid previously with preliminary materials.
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
-

ENSYSCE BIOSCIENCES, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

ANNUAL MEETING OF STOCKHOLDERS – NOVEMBER 21, 2024 AT 9:00 AM PACIFIC TIME

**CONTROL ID:
REQUEST ID:**

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice and Proxy Statement, dated October 22, 2024, in connection with the Annual Meeting to be held at 9:00 a.m. Pacific Time on November 21, 2024, virtually at <https://www.agm.issuereirect.com/ensc-2024>, and hereby appoints David Humphrey the attorney and proxy of the undersigned, with power of substitution to each, to vote all shares of common stock of Ensysce Biosciences, Inc. (the "Company") registered in the name provided, which the undersigned is entitled to vote at the Annual Meeting of stockholders, with all the powers the undersigned would have if personally present. Without limiting the general authorization hereby given, said proxy is instructed to vote or act as follows on the proposals set forth in the accompanying Proxy Statement.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE.)

VOTING INSTRUCTIONS

If you vote by phone, fax or internet, please **DO NOT** mail your proxy card.



MAIL: Please mark, sign, date, and return this Proxy Card promptly using the enclosed envelope.



FAX: Complete the reverse portion of this Proxy Card and Fax to **202-521-3464**.



INTERNET: <https://www.iproxydirect.com/ENSC>



PHONE: 1-866-752-VOTE(8683)

↑ Please ensure you fold then detach and retain this portion of this Proxy ↓



**ANNUAL MEETING OF THE STOCKHOLDERS OF
ENSYSCE BIOSCIENCES, INC.**

PLEASE COMPLETE, DATE, SIGN AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE:

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Proposal 1	→	FOR	AGAINST	ABSTAIN	
Approve, for purposes of complying with Nasdaq Listing Rule 5635(d), the full issuance of shares of common stock and exercise of warrants for common stock issued by the Company to certain investors ("Proposal 1").	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	CONTROL ID:
					REQUEST ID:
Proposal 2	→	FOR	AGAINST	ABSTAIN	
Authorizing the Company's Board of Directors to combine outstanding shares of the Company's common stock into a lesser number of outstanding shares, a "Reverse Stock Split," by a ratio of not less than one-for-ten and not more than one-for-forty, with the exact ratio to be set within this range by the Board in its sole discretion ("Proposal 2").	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Proposal 3	→	FOR	AGAINST	ABSTAIN	
To elect the three Class III directors named in our Proxy Statement (collectively, the "Director Nominees") to hold office until the annual meeting of stockholders for the calendar year ended December 31, 2027 (the "2027 Annual Meeting") and until their respective successors have been duly elected and qualified ("Proposal 3");	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Dr. Lynn Kirkpatrick, Ph.D.	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Adam S. Levin, MD	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Steve R. Martin	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Proposal 4	→	FOR	AGAINST	ABSTAIN	
To ratify the appointment Moss Adams LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024 ("Proposal 4");	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Proposal 5	→	FOR	AGAINST	ABSTAIN	
Consider and vote upon the adjournment of the Annual Meeting, if necessary or appropriate, to solicit additional proxies in favor of any or all of the other proposals set forth in this Proxy Statement (the "Additional Solicitation Proposal");	→	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING:

MARK HERE FOR ADDRESS CHANGE New Address (if applicable):

THIS PROXY, WHEN EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" BE VOTED "FOR" PROPOSAL 1, "FOR" PROPOSAL 2, "FOR" EACH DIRECTOR NOMINEE IN PROPOSAL 3, "FOR" PROPOSAL 4 AND "FOR" THE ADDITIONAL SOLICITATION PROPOSAL.

IMPORTANT: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Dated: _____, 2024

(Print Name of Stockholder and/or Joint Tenant)

(Signature of Stockholder)

(Second Signature if held jointly)