

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Cognetivity Neurosciences Ltd.
Suite 2250 - 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2. Date of Material Change

December 22, 2020

Item 3. News Release

A news release dated December 22, 2020 was disseminated and filed on SEDAR.

Item 4. Summary of Material Change

Cognetivity Neurosciences Closes Oversubscribed Non-Brokered Private Placement

Item 5.1 Full Description of Material Change

Cognetivity Neurosciences Ltd. (the "**Company**" or "**Cognetivity**") (CSE: CGN; FWB: 1UB; OTCQB: CGNSF) announced that pursuant to its news releases dated December 2, 2020, it has completed its oversubscribed non-brokered private placement (the "**Offering**") of 8,984,167 units (the "**Units**") at a price of \$0.30 per Unit for gross proceeds of \$2,695,250 which reflects an increase to the Offering of 2,317,500 Units due to significant investor demand. Each Unit consists of one common share of the Company (a "**Share**") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase an additional Share at a price of \$0.40 for a period of 24 months from closing.

In connection with the Offering, the Company has paid finders' fees equal to \$156,817.50 in cash and 522,725 non-transferrable warrants (the "**Finder's Warrants**"). Each Finder's Warrant has the same terms as the Warrants issued under the Offering.

All of the securities of the Company issued under the Offering are subject to a hold period of four months plus one day from the date of issuance in accordance with applicable Canadian securities laws.

The net proceeds of the Offering will be used for product development, clinical validation, quality and regulatory, business development and working capital.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information was omitted.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Denise Lok, Chief Financial Officer
Telephone: 604 688-9588

Item 9. Date of Report

December 31, 2020