

ALPHA COGNITION INC.

NOTICE OF CHANGE IN CORPORATE STRUCTURE PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102

1. Parties to the Transaction

Alpha Cognition Inc. (formerly Crystal Bridge Enterprises Inc.) (the “**Company**”); and Alpha Cognition Canada Inc. (formerly Alpha Cognition Inc.) (“**Alpha Canada**”).

2. Description of the Transaction

On March 18, 2021, the Company closed its qualifying transaction (the “**Transaction**”), as defined in the policies of the TSX Venture Exchange (the “**TSXV**”), pursuant to which it completed a plan of arrangement (the “**Arrangement**”) with Alpha Canada. Pursuant to the Arrangement, the Company acquired 100% of the outstanding securities of Alpha Canada in exchange for post-consolidated securities of the Company, resulting in Alpha Canada becoming a wholly owned subsidiary of the Company.

Subject to final acceptance by the TSXV, the Company will be classified as a Tier 2 Life Sciences issuer pursuant to TSXV policies. The post-consolidated common shares of the Company are expected to commence trading on the TSXV under the symbol “ACOG” the week of March 29, 2021.

The Transaction was a reverse takeover for the purposes of applicable securities laws, and Alpha Canada is considered the reverse takeover acquirer.

In connection with closing of the Transaction, the Company, among other things:

- Changed its name from Crystal Bridge Enterprises Inc. to Alpha Cognition Inc.
- Consolidated its issued shares on the basis of 7.14 previously existing common shares for each one new common share.
- Issued the following post-consolidated securities of the Company to the securityholders of Alpha Canada:
 - 39,843,746 post-consolidated common shares;
 - 7,000,000 restricted voting shares;
 - 7,916,380 preferred shares;
 - 10,008,374 warrants;
 - 78,308 options; and
 - 9,991,057 performance shares.
- Completed the conversion of subscription receipts previously issued by the Company and Alpha Canada on December 18, 2020 and February 10, 2021, resulting in a total of 3,360,124 post-consolidated common shares and 1,680,056 warrants of the Company being issued. 588,375 of the common shares and 294,187 of the warrants are subject to resale restrictions in accordance with applicable securities laws, pursuant to which they may not be sold or transferred until April 19, 2021. The Company also issued 130,733 broker warrants to the syndicate of Agents led by Raymond James Ltd. The net proceeds of \$4,965,440 were released to the Company and Alpha Canada on closing of the transaction.

Following completion of the Transaction, the Company has issued and outstanding:

- 44,843,927 post-consolidated common shares;
- 7,000,000 restricted voting shares; and
- 7,916,380 preferred shares.

In addition, the Company has post-consolidated common shares reserved for issuance on exercise of the following:

- 11,819,163 warrants and broker warrants;
- 186,851 stock options; and
- 9,991,057 performance shares.

Subject to TSXV approval, a further 200,000 options will be issued pursuant to an investor relations agreement.

A total of 15,122,221 post-consolidated common shares, 4,452,192 restricted voting shares, 6,149,980 preferred shares, 9,491,057 performance shares and 4,228,039 warrants, are subject to a Tier 2 surplus escrow agreement.

A total of 15,409,612 post-consolidated common shares, 1,766,400 preferred shares and 500,000 performance shares held by non-principals of the Company are subject to TSXV seed share resale restrictions. The resale restrictions will be removed from these securities as to 10% on the date of the Final Exchange Bulletin, and an additional 15% every six months thereafter over 36 months.

621,850 post-consolidated common shares of the Company also remain subject to a 36-month staged released escrow under an initial CPC escrow agreement.

As a result of the Transaction, the directors and officers of the Company are now as follows:

Kenneth Cawkell	Director, CEO and Corporate Secretary
Frederick Sancilio	Director and President
John Havens	Director
Len Mertz	Director
Phillip Mertz	Director
Rajeev 'Rob' Bakshi	Director
Denis Kay	Chief Scientific Officer
Jeremy Wright	CFO

Additional information regarding management of the Company and the Transaction can be found in the Filing Statement of the Company dated March 16, 2021, available at www.sedar.com.

3. Effective Date of the Transaction

March 18, 2021

4. Names of Each Party that Ceased to be a Reporting Issuer Subsequent to the Transaction and Each Continuing Entity

No party ceased to be a reporting issuer subsequent to the Transaction. The Company continues to be a reporting issuer in British Columbia, Alberta and Ontario.

5. Date of the Reporting Issuer's First Financial Year End Subsequent to the Transaction

December 31, 2021

6. The Periods of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

The Company is required to file the following financial statements in the first financial year subsequent to the Transaction, for periods ended before and after closing of the Transaction:

<i>Entity</i>	<i>Financial Statements</i>	<i>Period Ended</i>	<i>Comparative Period Ended</i>
Alpha Canada	Annual	December 31, 2020	December 31, 2019
Company	Interim	6 months ended January 31, 2021	6 months ended January 31, 2020
Company	Interim	3 months ended March 31, 2021	3 months ended March 31, 2020
Company	Interim	6 months ended June 30, 2021	6 months ended June 30, 2020
Company	Interim	9 months ended September 30, 2021	9 months ended September 30, 2020
Company	Annual	December 31, 2021	December 31, 2020

7. Document(s) filed that describe the transaction and where such document(s) can be found in electronic format

The Transaction is described in detail in the Filing Statement dated March 16, 2021 of the Company as filed with the Securities Commissions via SEDAR. The Filing Statement can be found at www.sedar.com.