

**ALPHA COGNITION INC.**

**QUALIFICATION CERTIFICATE**

TO: British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

**RE: Filing of Preliminary Short Form Base Shelf Prospectus dated July 26, 2021**

I, Kenneth Cawkell, Director of Alpha Cognition Inc. (the “**Issuer**”), confirm that the Issuer is filing a preliminary short form base shelf prospectus (the “**Preliminary Short Form Prospectus**”) pursuant to National Instrument 44-101 *Short Form Prospectus Distributions* (“**NI 44-101**”) and National Instrument 44-102 *Shelf Distributions* (“**NI 44-102**”). I advise that the Issuer is relying on the qualification criteria set out in Section 2.2 of NI 44-101 and Section 2.2 of 44-102 to be qualified to file a prospectus in the form of a short form prospectus. I hereby certify that the Issuer satisfies the qualification criteria set out in Section 2.2 of NI 44-101 (capitalized terms utilized herein have the meaning assigned in NI 44-101), as follows:

- (a) the Issuer is an electronic filer under NI 13-101;
- (b) the Issuer is a reporting issuer in at least one jurisdiction of Canada;
- (c) the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:
  - (i) under applicable securities legislation;
  - (ii) pursuant to an order issued by the securities regulatory authority; or
  - (iii) pursuant to an undertaking to the securities regulatory authority;
- (d) the Issuer has, in at least one jurisdiction in which it is a reporting issuer:
  - (i) current annual financial statements; and
  - (ii) a current AIF;
- (e) the Issuer’s common shares are listed and posted for trading on the TSX Venture Exchange and the Issuer is not an issuer:
  - (i) whose operations have ceased; or
  - (ii) whose principal asset is cash, cash equivalents, or its exchange listing.

I hereby certify that all of the material incorporated by reference in the Preliminary Short Form Prospectus and not previously filed is being filed with the Preliminary Short Form Prospectus.

DATED this 26th day of July, 2021.

**ALPHA COGNITION INC.**

Per: “Kenneth Cawkell”  
Kenneth Cawkell  
Director