

ALPHA COGNITION INC.
301 - 1228 Hamilton Street
Vancouver, BC V6B 6L2
Tel: 604-564-9244

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of holders of common shares (“**Common Shares**”), Class A restricted voting shares (“**Restricted Shares**”) and Class B Series A preferred shares (“**Preferred Shares**”) of Alpha Cognition Inc. (the “**Company**”) (collectively, the “**Shareholders**”) will be held via video conference and in person at the offices of Morton Law LLP located at Suite #1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8 on **Tuesday, October 5, 2021** at 1:00 p.m. (*Pacific time*) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2020, together with the auditor’s report thereon;
2. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year;
3. to fix the number of directors of the Company at six (6);
4. to elect directors to hold office for the ensuing year;
5. to consider and, if thought advisable, pass an ordinary resolution approving the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our Shareholders, employees, communities and other stakeholders, the Company will not be permitting in person voting at the Meeting, and Shareholders must vote by proxy in advance of the Meeting in order to have their votes counted.

To ensure the safety of our Shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, the Company is conducting a hybrid meeting which allows participation both via video conference and in person. Registered Shareholders and validly appointed proxyholders may attend the Meeting by contacting Serena Yang at 604-564-9244 or by email at syang@alphacognition.com, to obtain a web link that will permit them to attend the Meeting by video conference.

Due to the evolving nature of the COVID-19 pandemic, the Company cannot guarantee that the in person component of the Meeting will be possible or that it will occur at the location set out in the Notice of Meeting. Protocols set by Provincial health authorities and protocols at the Company’s registered and records office may change between the date of mailing of the Company’s Notice of Meeting and Information Circular and the date of the Meeting. Shareholders who plan to attend the Meeting in person should contact Serena Yang at the email address or phone number above no more than 48 hours before the Meeting to confirm that the in person component of the Meeting will be held at the Company’s registered and records office. The Company reserves the right, in its sole discretion, to change the location of the in

person component of the Meeting or to hold the Meeting solely on a virtual basis depending on COVID-19 protocols applicable on the date of the Meeting.

The board of directors has fixed the close of business on August 18, 2021 as the record date for determining Shareholders who are entitled to notice of and to attend and vote at the Meeting.

Accompanying this Notice is the Information Circular and a form(s) of proxy (“**Proxy**”) or voting instruction form (“**VIF**”). The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Due to the COVID-19 pandemic and issues related to the verification of Shareholder identity via video conference, in person voting will not be permitted at the Meeting. If you are a registered Shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying Proxy for use at the Meeting or any adjournment thereof.

To be effective, the Proxy or Proxies must be received by our transfer agent, Computershare Investor Services Inc., by no later than 1:00 p.m. (*Pacific time*) on Friday, October 1, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. Alternatively, registered holders may vote by telephone or via the internet following the instructions provided on the Proxy and in the Information Circular which has been filed under the Company’s profile on SEDAR at www.sedar.com.

Non-registered Shareholders must follow the instructions set out in the Proxy or VIF to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered Shareholder.

If you are a Shareholder and have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required Proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia, this 18th day of August, 2021.

By Order of the Board of Directors of

ALPHA COGNITION INC.

“Michael McFadden”

Michael McFadden
Chief Executive Officer

Please submit the accompanying Proxy or VIF well in advance of the voting deadline of 1:00 p.m. (*Pacific time*) on Friday, October 1, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.