

ALPHA COGNITION INC.

QUALIFICATION CERTIFICATE

TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Government of Newfoundland and Labrador Financial Services Regulation Division
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Financial and Consumer Affairs Authority of Saskatchewan

RE: **Filing of Preliminary Prospectus/Draft Amended and Restated Short Form Base Shelf Prospectus dated September 27, 2021**

I, Jeremy Wright, Chief Financial Officer of Alpha Cognition Inc. (the “**Issuer**”), confirm that the Issuer is filing a preliminary short form base shelf prospectus for each of the provinces of Canada, except Quebec, British Columbia, Alberta and Ontario and draft amended and restated short form base shelf prospectus amending and restating the short form base shelf prospectus dated August 25, 2021 for British Columbia, Alberta and Ontario dated September 27, 2021 (the “**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 Prospectus and not previously filed is being filed with the Prospectus.

[Signature page follows]

DATED this 27th day of September, 2021.

ALPHA COGNITION INC.

Per: “Jeremy Wright”
Jeremy Wright
Chief Financial Officer