

## TERMS & CONDITIONS

### ALPHA COGNITION INC. OVERNIGHT MARKETED OFFERING OF UNITS SEPTEMBER 28, 2021

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*The Units will be offered by way of a prospectus supplement in each of the provinces of Canada, except the Province of Quebec. A final prospectus supplement containing important information relating to the Units has not yet been filed with the applicable Canadian securities regulatory authorities. A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, except the Province of Quebec. This document does not provide full disclosure of all material facts relating to the Units. Investors should read the final base shelf prospectus, any amendment and any applicable prospectus supplement, for disclosure of those facts, especially risk factors relating to the Units, before making an investment decision.*

*Copies of the final base shelf prospectus, any amendments and any applicable prospectus supplements, are available electronically at [www.sedar.com](http://www.sedar.com).*

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<b>Issuer:</b>	Alpha Cognition Inc. (the “Company”).
<b>Offering:</b>	Treasury offering of 8,350,000 Units (“Units”).
<b>Offering Price:</b>	\$1.50 per Unit.
<b>Units:</b>	Each Unit will consist of one common share (each a “Common Share”) and one-half of one Common Share purchase warrant. Each whole warrant (a “Warrant”) will entitle the holder thereof to purchase one Common Share at a price equal to \$1.75 for a period of 24 months following the Closing Date.
<b>Offering Amount:</b>	\$12,525,000.
<b>Over-Allotment Option:</b>	The Company has granted the Agents an option (the “Over-Allotment Option”), exercisable in part or in whole at the Agents’ sole discretion, at any time beginning on the closing of the Offering until 30 days following the closing of the Offering, to sell that number of additional Units, Common Shares or Warrants, or any combination thereof, as is equal to 15% of the aggregate number of Units sold in the Offering to cover over-allotments, if any.
<b>Use of Proceeds:</b>	The net proceeds of the Offering will be used towards the clinical development and marketing of the Company’s Alpha-1062 and Alpha-602 formulations and for working capital and general corporate purposes.
<b>Form of Offering:</b>	Overnight marketed public offering by way of a prospectus supplement to the Company’s short form base shelf prospectus dated September 28, 2021 filed in all of the provinces of Canada, except the Province of Quebec, and in the United States on a private placement basis pursuant to available exemptions from the registration requirements under the <i>United States Securities Act of 1933</i> , as amended, and in such other jurisdictions and in such other jurisdictions that are mutually agreed to by the

Company and the Agents, each acting reasonably, and in accordance will all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdictions.

**Listing:** The common shares of the Company are listed on the TSX Venture Exchange (the “TSXV”) under the symbol “ACOG”. The Company shall obtain the necessary approvals to list the Common Shares that comprise part of the Units for trading on the TSXV on the Closing Date, which listing shall be a condition of Closing. The Company will also use its best efforts to list the Warrants underlying the Units pursuant to the Offerings.

**Eligibility:** The Units will be eligible for investment under certain statutes as well as for RRSPs, RRIFs, RESPs, TFSAAs and DPSPs.

**Agents:** Raymond James Ltd. as lead agent on behalf of a syndicate of agents.

**Commission:** 7.0% cash fee of the gross proceeds from the Offering plus the Company will issue to the Agents that number of compensation warrants (“Compensation Warrants”) equal to 7.0% of the Units issued in the Offering. Each Compensation Warrant shall entitle the Agents to acquire a Common Share at a price equal to the Offering Price for a period of 24 months following completion of the Offering. The Commission shall be reduced to a 3.5% cash fee and 3.5% Compensation Warrants on any “President’s List” orders, which are allocated as part of the Offering.

**Closing Date:** On or about October 1, 2021.