

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

Alpha Cognition Inc.
301 – 1228 Hamilton Street
Vancouver, BC V6B 6L2

2. DATE OF MATERIAL CHANGE

December 22, 2021

3. NEWS RELEASE

News release dated December 28, 2021 was disseminated via Stockwatch and GlobeNewswire.

4. SUMMARY OF MATERIAL CHANGE

Alpha Cognition Inc. announces director change and stock option grant

5. FULL DESCRIPTION OF MATERIAL CHANGE

Alpha Cognition Inc. (TSX-V: ACOG) (OTCQB: ACOGF) (“Alpha Cognition”, or the “Company”), a biopharmaceutical company committed to developing novel therapies with the potential to transform the lives of people with debilitating neurodegenerative disorders, today announced the resignation of Dr. Fred Sancilio from his role as Director and President of the Company. Dr. Sancilio will continue to work with Alpha Cognition as a consultant focusing on ALPHA-1062’s bioequivalence program.

As announced in our news release on December 2, 2021, Dr. Cedric O’Gorman, the Company’s Chief Medical Officer will continue to lead the patient tolerability trial for ALPHA-1062, while assuming other responsibilities from Dr. Sancilio.

The Company further announces the grant of an aggregate of 2,340,000 stock options (“Options”) to certain directors (940,000 stock options) and officers (1,400,000 stock options) of the Company pursuant to the Company’s stock option plan. Each Option is exercisable to acquire one common share of the Company at a price of \$1.12 CAD per common share until December 20, 2031, and will be subject to vesting conditions.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Michael McFadden, CEO
Tel: 604-837-7990

9. DATE OF REPORT

December 29, 2021