

**ALPHA COGNITION INC.**

**QUALIFICATION CERTIFICATE**

**TO:** British Columbia Securities Commission (as Principal Regulator)  
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  
Autorité des marchés financiers  
Government of the Northwest Territories  
Office of the Superintendent of Securities – Government of Yukon – Department of Community Services  
Government of Nunavut – Department of Justice

**RE: Filing of Preliminary Prospectus/Draft Amended and Restated Short Form Base Shelf Prospectus dated January 21, 2022**

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 in Québec, and in the Northwest Territories and in the Territories of Nunavut and Yukon, and a draft amended and restated short form base shelf prospectus amending and restating the Prospectus dated September 28, 2021 for each of the provinces of Canada, except Québec, dated January 21, 2022 (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 21<sup>st</sup> day of January, 2022.

**ALPHA COGNITION INC.**

Per: “*Jeremy Wright*”  
Jeremy Wright  
Chief Financial Officer