



## NEWS RELEASE

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### **ALPHA COGNITION ANNOUNCES US\$6.5 MILLION PRIVATE PLACEMENT, ENGAGEMENT OF SPARTAN CAPITAL SECURITIES, LLC AND PROVIDES BUSINESS UPDATE**

May 30, 2023 – Alpha Cognition Inc. (CSE: ACOG, OTCQB: ACOGF) (“Alpha Cognition”, or the “Company”) is pleased to announce a best efforts private placement offering of up to US\$6,500,000 of units at a price of US\$0.22 per unit (the “Offering”). Each unit consists of one common share and one-half of a warrant. Each whole warrant will entitle the holder to purchase an additional common share of the Company at a price of US\$0.31 per share for a period of three years from the closing date.

The Company expects to use the net proceeds from the offering for research and development, general and administrative matters, and working capital.

#### **Engagement of Spartan Capital Securities, LLC**

The Company also announces that it entered into an Investment Banking Agreement (“IBA”) with Spartan Capital Securities, LLC (“Spartan”), pursuant to which Spartan will act as agent on a best efforts basis in connection with the Offering, as described above. The aggregate proceeds may be increased by 30% upon mutual agreement of the Company and Spartan to accommodate any overallotment. Pursuant to the IBA the Company has agreed to pay Spartan cash commissions of 10% of the gross proceeds of the Offering, and compensation warrants equal to 10% of the number of the warrants issued to investors, in each case excluding investors on the Company’s president’s list. Spartan is also entitled to a non-accountable expense fee equal to 5% of the gross proceeds of the Offering excluding the president’s list.

Spartan has also agreed to provide ongoing consulting services for a three year term. The services will include advising and assisting on potential business development transactions, strategic introductions, assisting management with enhancing corporate and shareholder value, and capital raising advice. The Company will pay Spartan a consulting fee in the aggregate amount of US\$480,000, payable in three equal installments with each installment being subject to the Company achieving certain business development and capital raising objectives. Spartan will also be entitled to earn and receive additional common shares of the Company such that Spartan will hold 10.6% of the outstanding common shares of the Company determined as at the closing of the offering, inclusive of the 2,129,566 common shares currently held by Spartan. The additional common shares will be issued to Spartan on a rolling basis upon completion of predetermined business development objectives including the closing of certain offering amounts and the completion of material business transactions.

The Company expects to appoint a director nominated by Spartan following completion of the offering, which may be increased to two nominees upon completion of a business development transaction with Spartan’s involvement.

The securities issuable pursuant to the Offering will be subject to a four month statutory hold period under Canadian securities laws. The securities will also be subject to restrictions under U.S. securities laws, which generally restrict any resales for a period of 12 months.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the “1933 Act”) or any state securities laws, and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

## Business Updates

Alpha Cognition continues to work on its new drug application (NDA) for ALPHA-1062 which it expects to submit to FDA in Q3, 2023. If the NDA file is accepted by FDA, it would put Alpha Cognition on track for product approval mid-2024. If approved, ALPHA-1062 would be one of three products approved for the treatment of Alzheimer’s disease in the last fifteen years. The Company believes a well tolerated medicine with limited adverse events offers a significant benefit to physicians and patients.

The Company’s principal 2023 business objectives are to:

- 1) file an NDA for ALPHA-1062 in mild-to-moderate Alzheimer’s disease during the third quarter of 2023, with possible FDA approval for the U.S. market by Q3 2024;
- 2) continue to advance its development and commercialization activities for ALPHA-1062 in mild-to-moderate Alzheimer’s disease, including program development and clinical manufacturing for ALPHA-1062;
- 3) meet with FDA on the Company’s Traumatic Brain Injury (“TBI”) R&D program at a pre-IND meeting; and
- 4) Pursue the out-licensing of its TBI indication to the TBI Company (as defined below), a newly formed and funded company, where the TBI indication can be further developed.

### *TBI Out-Licensing Plan*

The Company proposes to out-license to a new entity (the “TBI Company”) ALPHA-1062/IN for applications in treating Cognitive Impairment with mild Traumatic Brain Injury (mTBI), pending shareholder approval. Spartan has agreed to act as agent, on a best efforts basis, for financing the TBI Company in exchange for an initial 37.5% ownership interest in the TBI Company on completion of a minimum US\$1,000,000 financing of the TBI Company. Inclusive of Spartan’s interest, once earned, the remaining shares will be held 47.5% by the Company and 15% by key management of the TBI Company, prior to accounting for new investors.

The TBI Company will focus on the advancement of ALPHA-1062 for the treatment of Cognitive Impairment with mTBI using intra-nasal formulation, including advancing clinical trials with the goal of FDA approval. The establishment of the TBI Company would provide for separate funding and advancement of the TBI applications of ALPHA-1062/IN while permitting the Company to remain focused on advancing ALPHA-1062 for use in the treatment of symptoms of Alzheimer’s disease. If successful, the advancement of this program in 2023 will allow for potential inflection points for Alpha shareholders in 2023 (IND acceptance; first patient enrolled in trial) and in 2024 (Last patient enrolled, initial results).



## About Alpha Cognition Inc.

Alpha Cognition Inc. is a clinical stage, biopharmaceutical company dedicated to developing treatments for patients suffering from neurodegenerative diseases, such as Alzheimer’s disease and Cognitive Impairment with mild Traumatic Brain Injury (“mTBI”), for which there are currently no approved treatment options.

ALPHA-1062, is a patented new chemical entity being developed as a new generation acetylcholinesterase inhibitor for the treatment of Alzheimer’s disease, with expected minimal gastrointestinal side effects. ALPHA-1062’s active metabolite is differentiated from donepezil and rivastigmine in that it binds neuronal nicotinic receptors, most notably the alpha-7 subtype, which is known to have a positive effect on cognition. ALPHA-1062 is also being developed in combination with memantine to treat moderate to severe Alzheimer’s dementia, and as an intranasal formulation for Cognitive Impairment with mTBI.

For further information:

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## Forward-looking Statements

This news release includes forward-looking statements within the meaning of applicable securities laws. Except for statements of historical fact, any information contained in this news release may be a forward-looking statement that reflects the Company’s current views about future events and are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the words “may,” “might,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “objective,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “target,” “seek,” “contemplate,” “continue” and “ongoing,” or the negative of these terms, or other comparable terminology intended to identify statements about the future. Forward-looking statements may include statements regarding the Offering, the Company’s business strategy, market size, potential growth opportunities, capital requirements, clinical development activities, the timing and results of clinical trials, regulatory submissions, potential regulatory approval and commercialization of the Company’s products. Although the Company believes to have a reasonable basis for each forward-looking statement, we caution you that these statements are based on a combination of facts and factors currently known by us and our expectations of the future, about which we cannot be certain. The Company cannot assure that the actual results will be consistent with these forward-looking statements. These forward-looking statements speak only as of the date of this news release and the Company undertakes no obligation to revise or update any forward-looking statements for any reason, even if new information becomes available in the future.