



NEWS RELEASE

Not for distribution in the United States or to U.S. newswire services

ALPHA COGNITION ANNOUNCES AMENDED TERMS OF PRIVATE PLACEMENT AND CONTINUATION OF THE OFFERING

December 4, 2023 – Alpha Cognition Inc. (CSE: ACOG, OTCQB: ACOGF) (“**Alpha Cognition**” or the “**Company**”) announces that it has amended the terms of its previously announced private placement offering of up to US\$6.5 million of units at a price of \$0.22 per unit (the “**Offering**”). Each unit will now consist of one common share and one warrant. Each warrant will entitle the holder to purchase an additional common share of the Company at a price of US\$0.31 per common share for a period of three years from the closing date.

Pursuant to previous closings of the Offering, the Company raised approximately US\$2.7 million through the issuance of an aggregate of 12,301,791 units comprised of one common share and one-half of one common share purchase warrant (the “**Previous Closing Warrants**”). The Previous Closing Warrants are exercisable into common shares at a price of US\$0.31 per common share for three years following the date of issuance. The Company is continuing the offering with the amended warrant terms for up to an additional US\$3.8 million.

All securities issued pursuant to the Offering will be subject to a four month statutory hold period under Canadian securities laws, and restrictions under U.S. securities laws which generally restrict resales for a period of 12 months. The Company expects to use the net proceeds from the Offering for research and development, general and administrative matters, and working capital.

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.

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.



Alpha Cognition Inc.
CSE: ACOG | OTCQB: ACOGF
301-1228 Hamilton Street
Vancouver, BC, V6B 6L2
www.alphacognition.com
info@alphacognition.com

For further information:

Michael McFadden, CEO
Tel: 1-858-344-4375
info@alphacognition.com
<https://www.alphacognition.com/>

No stock exchange, nor the OTC Markets Group or any stock exchange Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

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.