



Alpha Cognition Inc.
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NEWS RELEASE

Alpha Cognition Announces Proposed Financing and Share Consolidation in connection with Nasdaq Uplisting

VANCOUVER, B.C., October 31, 2024. **Alpha Cognition Inc. (CSE: ACOG) (OTCQB: ACOGF)** (“Alpha Cognition”, or the “Company”), is pleased to announce that it has filed a registration statement on Form S-1 (the “Registration Statement”) with the U.S. Securities and Exchange Commission relating to a firm commitment public offering of common shares and pre-funded warrants (collectively, the “Securities”) for gross proceeds of approximately US\$25 million (the “Offering”). The Offering is being conducted in conjunction with an application to uplist the Company’s common shares on the Nasdaq Capital Market (“Nasdaq”).

Each pre-funded warrant is exercisable to purchase one common share at an exercise price of US\$0.0001 and may be exercised at any time until all of the pre-funded warrants are exercised in full.

The Offering will be conducted through Titan Partners Group, a division of American Capital Partners. Completion of the Offering will be subject to market and other customary conditions and final approval of the listing of the common shares on the Nasdaq.

The Company intends to use the net proceeds it will receive from the Offering to: (i) fund support of the Company’s filed New Drug Application; (ii) begin its efforts toward commercialization and launch of ZUNVEYL™ in Alzheimer’s disease; (iii) conduct further research and development of the Company’s pipeline product candidates; (iv) continue commercial CMC activities (chemistry, manufacturing, and controls); and (v) supplement working capital and fund general corporate purposes, which may include funding capital expenditures, acquisitions, and investments.

A Registration Statement on Form S-1 relating to the Securities has been filed with the U.S. Securities and Exchange Commission (“SEC”) but has not yet become effective. The Securities may not be sold, nor may offers to buy be accepted, prior to the time the Registration Statement becomes effective. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor will there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The offering of the Securities will be made only by means of the preliminary prospectus contained in the Registration Statement and the final prospectus that the Company intends to file with the SEC. Copies of the preliminary prospectus, and when available, the final prospectus relating to the offering may be obtained via the SEC’s website at www.sec.gov and from Titan Partners Group, a division of American Capital Partners, at 4 World Trade Center, 29th Floor, New York, NY 10007, by telephone at (929) 833-1246 or by email to info@titanpartnersgrp.com.



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Nasdaq Uplisting

The Company also announces that it has applied to uplist its common shares on the Nasdaq concurrently with closing of the Offering. The listing of the Company's common shares on Nasdaq remains subject to the satisfaction of all applicable listing and regulatory requirements. If the application to Nasdaq is not approved or the Company otherwise determines that it will not be able to secure the listing of the common shares on Nasdaq, the Company will not complete the Offering.

Reverse Stock Split

In connection with the application to uplist on the Nasdaq, the Company will complete a reverse stock split with a stock split ratio of 1 for 25 of its issued and outstanding common shares. There is no name change or stock symbol change in connection with the reverse stock split. The new CUSIP and ISIN numbers are 02074J501 and CA02074J5017 respectively. The Company anticipates affecting the reverse stock split at the open of markets on November 5, 2024. The CSE will issue a bulletin. The reverse stock split is intended to allow the Company to meet the minimum share price requirements of the Nasdaq. Shareholders holding a physical share certificate will receive a letter of transmittal from Computershare Investor Services which may be used to request a new share certificate reflecting the reverse stock split. Fractional shares will be rounded up or down to the nearest whole share. The Company's issued and outstanding Class B Preferred Series A Shares, performance shares, stock options and warrants will be adjusted to reflect the reverse stock split in accordance with their respective terms.

About Alpha Cognition Inc.

Alpha Cognition Inc. is a commercial 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.

ZUNVEYL is a patented drug approved as a new generation acetylcholinesterase inhibitor (AChEI) for the treatment of Alzheimer's disease, with expected minimal gastrointestinal side effects. ZUNVEYL's active metabolite is differentiated from donepezil and rivastigmine in that it improves the function of neuronal nicotinic receptors, most notably the alpha-7 subtype, which is known to have a positive effect on cognition. Benzgalantamine 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.

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Neither Canadian Securities Exchange or the OTC Markets Group, accepts responsibility for the adequacy or accuracy of this release.



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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 anticipated Offering and terms related thereto, potential closing of the Offering, effectiveness of the Registration Statement, the use of proceeds of the Offering, receipt of regulatory and stock exchange approvals in connection with Offering, completion of the Nasdaq uplisting and completion of the reverse stock split. 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.