

Alpha Cognition Announces Pricing of \$50 Million Upsized Public Offering and Nasdaq Listing

VANCOUVER, British Columbia — November 12, 2024 (BUSINESS WIRE) — Alpha Cognition Inc. (Nasdaq: ACOG) (CSE: ACOG) (“Alpha Cognition”, or the “Company”), a biopharmaceutical company committed to developing novel therapies for debilitating neurodegenerative disorders, today announced the pricing of its upsized public offering of 8,695,653 common shares at a public offering price of \$5.75 per share, for gross proceeds of approximately \$50 million, before deducting underwriting discounts, commissions, and estimated offering expenses. In addition, the Company has granted the underwriters a 30-day option to purchase up to an additional 1,184,592 common shares to cover over-allotments at the public offering price, less the underwriting discount. All of the common shares are being offered by the Company. The offering is expected to close on November 13, 2024, subject to the satisfaction of customary closing conditions.

The Company has received approval to list its common shares on the Nasdaq Capital Market under the symbol “ACOG” and is expected to begin trading on Nasdaq today, November 12, 2024.

The Company intends to use the proceeds towards the commercialization and launch of ZUNVEYL™ in Alzheimer’s Disease, further research and development of its pipeline product candidates, continued commercial CMC activities (chemistry, manufacturing, and controls), and for working capital and general corporate purposes.

“This offering serves as a tremendous milestone for Alpha Cognition, as we begin the commercialization of our FDA-approved drug, ZUNVEYL, for the treatment of mild-to-moderate Alzheimer’s Disease,” said Michael McFadden, Chief Executive Officer and Director of the Company. “This financing puts our balance sheet in a position of meaningful strength and provides the necessary foundation for a successful commercial launch, with ample runway to scale over the next few years. We are thrilled to welcome a number of new, high-quality investors to our Nasdaq listing, who also see the benefits of ZUNVEYL and the exciting opportunity for our platform.”

Titan Partners Group, a division of American Capital Partners, is acting as Sole Bookrunner for the offering.

The securities were sold pursuant to a registration statement on Form S-1 (File No. 333-280196) relating to these securities and a related registration statement on Form S-1 MEF that became effective upon its filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended. The Offering is being made only by means of a prospectus. A copy of the final prospectus related to the Offering may be obtained, when available, from Titan Partners Group LLC, a division of American Capital Partners, LLC, 4 World Trade Center, 29th Floor, New York, NY 10007, or via email at prospectus@titanpartnersgrp.com or telephone at (929) 833-1246. In addition, a copy of the final prospectus, when available, relating to the Offering may be obtained via the SEC’s website at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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.

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 potential closing of the Offering, the use of proceeds of the Offering, receipt of regulatory and stock exchange approvals in connection with Offering and completion of the Nasdaq uplisting. 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.

Contacts

For further information:
Michael McFadden, CEO
Tel: 1-858-344-4375
info@alphacognition.com

Titan Partners Contact:
Tel: (929) 833-1246
info@titanpartnersgrp.com