

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

Alpha Cognition Inc.
c/o 1200 – 750 West Pender Street
Vancouver, BC V6C 2T8

2. **DATE OF MATERIAL CHANGE**

November 13, 2024

3. **NEWS RELEASE**

News release dated November 13, 2024 was disseminated by Stockwatch and filed on SEDAR+

4. **SUMMARY OF MATERIAL CHANGE**

Alpha Cognition Completes US\$50 Million Financing

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Alpha Cognition Inc. (“Alpha Cognition” or the “Company”), closed 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 overallocments at the public offering price, less the underwriting discount. All of the common shares are being offered by the Company. The offering closed on Nov. 13, 2024.

The Company received approval to list its common shares on the Nasdaq Capital Market under the symbol ACOG and began trading on Nasdaq on Nov. 12, 2024.

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

Titan Partners Group LLC, a division of American Capital Partners, acted 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, a division of American Capital Partners LLC, 4 World Trade Center, 29th floor, New York, N.Y., 10007, or by

e-mail 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 through the U.S. Securities and Exchange Commission's website,

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable

7. OMITTED INFORMATION

Not applicable

8. EXECUTIVE OFFICER

Michael McFadden, CEO
Telephone: 1-858-344-4375

9. DATE OF REPORT

November 14, 2024