



ALPHA COGNITION INC.

Condensed Interim Consolidated Financial Statements

(Expressed in United States Dollars - Unaudited)

For the Three and Nine Months Ended September 30, 2023 and 2022

ALPHA COGNITION INC.
TABLE OF CONTENTS
(Expressed in United States Dollars - Unaudited)

	PAGE
FINANCIAL STATEMENTS	
Condensed Interim Consolidated Statements of Financial Position	2
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss	3
Condensed Interim Consolidated Statements of Changes in Equity (Deficiency)	4
Condensed Interim Consolidated Statements of Cash Flows	5
Notes to Condensed Interim Consolidated Financial Statements	6

ALPHA COGNITION INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in United States Dollars)

	Note	(Unaudited) September 30, 2023 \$	December 31, 2022 \$
ASSETS			
Current assets			
Cash		706,864	2,083,696
Restricted cash	3	201,500	-
Prepaid expenses and other current assets		180,284	249,045
Loan receivable	4	55,886	-
		1,144,534	2,332,741
Equipment		2,247	3,824
Intangible asset	5	552,604	614,386
		1,699,385	2,950,951
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	1,570,887	2,845,381
Deferred income	3	168,743	-
Promissory note	7	1,156,697	1,211,463
		2,896,327	4,056,844
Other long-term liabilities	8	13,541	8,295
Derivative liability	9	4,927,994	205,989
		7,837,862	4,271,128
SHAREHOLDERS' DEFICIENCY			
Share capital	9	42,693,604	40,258,943
Reserves	9	8,828,913	8,492,459
Accumulated other comprehensive loss		(104,301)	(84,728)
Accumulated deficit		(57,556,693)	(49,986,851)
		(6,138,477)	(1,320,177)
		1,699,385	2,950,951

Note 1 – Nature of operations and going concern

Note 12 – Commitments

Note 17 – Subsequent events

Approved on behalf of the Board on November 28, 2023

/s/ Kenneth Cawkell, Director

/s/ Len Mertz, Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ALPHA COGNITION INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in United States Dollars - Unaudited)

	Note	For the three months ended September 30,		For the nine months ended September 30,	
		2023	2022	2023	2022
		\$	\$	\$	\$
Operating expenses					
Amortization expense	5	20,594	20,594	61,782	61,782
Consulting fees		101,141	35,733	125,226	108,736
Depreciation		525	2,408	1,577	6,139
Financing costs	7	42,819	49,082	111,140	129,809
Investor relations		5,538	40,068	9,605	169,048
Management fees and salaries	11	388,771	471,805	1,035,465	1,105,976
Marketing		8,299	6,582	16,099	30,142
Other general and administrative	11	65,488	78,663	202,159	256,051
Professional fees		185,919	227,779	641,267	693,115
Registrar and filing fees		13,014	10,289	45,030	45,299
Research and development	9,10	1,469,364	1,619,536	3,847,056	6,368,590
Share-based compensation	10,11	524,050	241,801	1,477,663	985,134
Subcontractors		4,141	53,132	12,133	240,273
Travel and related		-	-	-	17,693
		2,829,663	2,857,472	7,586,202	10,217,787
Loss before other income (expenses)		(2,829,663)	(2,857,472)	(7,586,202)	(10,217,787)
Other income (expenses)					
Foreign exchange gain (loss)		(13,301)	476,300	(3,584)	565,200
Interest income		2,712	932	5,059	1,740
Government grant income	3	32,757	-	32,757	-
Gain (loss) on revaluation of derivative liability	9	(515,771)	305,036	(532,429)	1,658,486
Gain on debt modification	7	-	-	108,907	-
		(493,603)	782,268	(389,290)	2,225,426
Loss for the period		(3,323,266)	(2,075,204)	(7,975,492)	(7,992,361)
Other comprehensive loss that may be reclassified to net loss:					
Currency translation adjustment		(11,232)	(680,619)	(19,573)	(857,068)
Comprehensive loss for the period		(3,334,498)	(2,755,823)	(7,995,065)	(8,849,429)
Basic and diluted net loss per share		(0.03)	(0.04)	(0.09)	(0.13)
Basic and diluted weighted average number of shares outstanding		97,010,836	68,023,450	89,891,646	67,954,921

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ALPHA COGNITION INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
(Expressed in United States Dollars - Unaudited)

	Common shares		Class A Restricted shares		Class B Preferred shares		Total share capital		Reserves	Accumulated Other Comprehensive	Accumulated	Total
	Number	Amount	Number	Amount	Number	Amount	Number	Amount		Loss	Deficit	
		\$		\$		\$		\$		\$	\$	
Balance, December 31, 2021	60,606,931	36,908,094	7,000,000	3,103,620	7,916,380	62	75,523,311	40,011,776	7,153,252	(101,534)	(38,033,903)	9,029,591
Options exercised	416,519	247,167	-	-	-	-	416,519	247,167	(206,382)	-	-	40,785
Forfeited share options	-	-	-	-	-	-	-	-	(67,214)	-	67,214	-
Share-based compensation	-	-	-	-	-	-	-	-	1,553,991	-	-	1,553,991
Foreign exchange on translation	-	-	-	-	-	-	-	-	-	(857,068)	-	(857,068)
Loss for the period	-	-	-	-	-	-	-	-	-	-	(7,992,361)	(7,992,361)
Balance, September 30, 2022	61,023,450	37,155,261	7,000,000	3,103,620	7,916,380	62	75,939,830	40,258,943	8,433,647	(958,602)	(45,959,050)	1,774,938
Forfeited share options	-	-	-	-	-	-	-	-	(94,536)	-	94,536	-
Share-based compensation	-	-	-	-	-	-	-	-	153,348	-	-	153,348
Foreign exchange on translation	-	-	-	-	-	-	-	-	-	873,874	-	873,874
Loss for the period	-	-	-	-	-	-	-	-	-	-	(4,122,337)	(4,122,337)
Balance, December 31, 2022	61,023,450	37,155,261	7,000,000	3,103,620	7,916,380	62	75,939,830	40,258,943	8,492,459	(84,728)	(49,986,851)	(1,320,177)
Units issued for cash	29,861,706	5,851,148	-	-	-	-	29,861,706	5,851,148	-	-	-	5,851,148
Share issuance costs	2,129,566	(512,046)	-	-	-	-	2,129,566	(512,046)	117,310	-	-	(394,736)
Conversion of restricted shares to common shares	7,000,000	3,103,620	(7,000,000)	(3,103,620)	-	-	-	-	-	-	-	-
Options exercised	1,050,000	687,132	-	-	-	-	1,050,000	687,132	(676,632)	-	-	10,500
Expired share options	-	-	-	-	-	-	-	-	(405,650)	-	405,650	-
Expired warrants	-	949,972	-	-	-	-	-	949,972	(949,972)	-	-	-
Share-based compensation	-	-	-	-	-	-	-	-	1,899,429	-	-	1,899,429
Effect of change in functional currency	-	(4,541,545)	-	-	-	-	-	(4,541,545)	351,969	-	-	(4,189,576)
Foreign exchange on translation	-	-	-	-	-	-	-	-	-	(19,573)	-	(19,573)
Loss for the period	-	-	-	-	-	-	-	-	-	-	(7,975,492)	(7,975,492)
Balance, September 30, 2023	101,064,722	42,693,542	-	-	7,916,380	62	108,981,102	42,693,604	8,828,913	(104,301)	(57,556,693)	(6,138,477)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ALPHA COGNITION INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in United States Dollars - Unaudited)

	For the nine months ended	
	September 30,	
	2023	2022
	\$	\$
Cash flows used in operating activities		
Loss for the period	(7,975,492)	(7,992,361)
Adjustments for non-cash items		
Amortization of intangible assets	61,782	61,782
Accretion of discount on promissory note	91,647	99,643
Accrued interest expense	5,476	6,107
Accrued interest income	(886)	-
Accrued bonus rights	5,246	18,988
Depreciation of equipment	1,577	6,139
Gain on debt modification	(108,907)	-
Loss (gain) on revaluation of derivative liability	532,429	(1,658,486)
Share-based compensation	1,899,429	1,548,459
Changes in non-cash operating working capital items:		
Prepaid expenses and other current assets	68,761	768,773
Accounts payable and accrued liabilities	(1,301,718)	407,323
	(6,720,656)	(6,733,633)
Cash flows used in investing activities		
Acquisition of equipment	-	(4,876)
	-	(4,876)
Cash flows provided by financing activities		
Units issued for cash	5,851,148	-
Exercise of options	10,500	40,785
Funds loaned to related party	(55,000)	-
Interest paid on promissory notes	(48,515)	(14,000)
Proceeds received from government grant	201,500	-
Share issuance costs	(394,736)	-
	5,564,897	26,785
Effect of foreign exchange on cash	(19,573)	(870,230)
Change in cash during the period	(1,175,332)	(7,581,954)
Cash, beginning of period	2,083,696	11,301,793
Cash, end of period	908,364	3,719,839
Cash consists of:		
Cash	706,864	3,719,839
Restricted cash	201,500	-
	908,364	3,719,839

Note 15 – Supplemental disclosure with respect to cash flows

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

Alpha Cognition Inc. (“ACI” or the “Company”) is in the business of researching and developing pharmaceutical treatments for neurological diseases. The registered and records office of the Company is 1200 – 750 West Pender Street, Vancouver, BC, V6C 2T8. As of May 1, 2023 the Company’s common shares commenced trading on the Canadian Securities Exchange (“CSE”) under the symbol “ACOG”, previously the Company’s shares were traded on the TSX Venture Exchange (“TSX-V”) until April 28, 2023 when the Company had them delisted. The Company’s shares also trade on the Over-The-Counter Markets (“OTC”) under the trading symbol “ACOGF”.

These unaudited condensed interim consolidated financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has not generated revenues from its operations to date and at September 30, 2023, had a working capital deficit of \$1,751,793 and accumulated deficit of \$57,556,693 (December 31, 2022 - \$49,986,851) which has been primarily financed by equity. The Company’s continuing operations, as intended, are dependent upon its ability to generate cash flows or obtain additional financing. Management is of the opinion that it does not have sufficient working capital to meet the Company’s liabilities and commitments as they become due for the upcoming 12 months. Management intends to finance operating costs over the next twelve months with private placements and public offerings of the Company’s common shares and funds received from the exercise of warrants and share options. Additionally, the Company will also consider funding that may arise through partnerships activities and debt. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company to meet its obligations and fund continuing operations. These factors indicate the existence of a material uncertainty which causes significant doubt in the ability of the Company to continue as a going concern.

These unaudited condensed interim consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these unaudited condensed interim consolidated financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

NOTE 2 – MATERIAL ACCOUNTING POLICY INFORMATION

The following is a summary of the significant accounting policies used in the preparation of these unaudited condensed interim consolidated financial statements.

Statement of compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounts Standards (“IAS”) 34, “Condensed Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

This unaudited condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited consolidated financial statements of Alpha Cognition Inc. for the year ended December 31, 2022.

These financial statements of the Company were approved and authorized for use by the Board of Directors on November 28, 2023.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 2 – MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Basis of presentation

The unaudited condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets and liabilities, including derivative instruments, which are measured at fair value. The unaudited condensed interim consolidated financial statements are presented in United States dollars (“USD”) unless otherwise noted.

Basis of consolidation

These unaudited condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries at the end of the reporting period as follows:

	Incorporation	Percentage owned	
		2023	2022
Alpha Cognition Canada Inc. (“ACI Canada”)	Canada	100%	100%
Alpha Cognition USA Inc. (“ACI USA”), wholly owned subsidiary of ACI Canada	USA	100%	100%

All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

Functional and presentation currency

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. Effective August 31, 2023, the functional currency of the Company was updated to USD as management assessed that the currency of the primary economic environment in which the Company operates changed to USD on that date. The key factor influencing this decision was the change in the Company’s primary funding from Canadian dollars (“CAD”) to USD, whereas the functional currency of its subsidiaries were unchanged and remain in USD. Prior to August 31, 2023 the functional currency of the Company was CAD and the functional currencies of its subsidiaries was the USD. Changes to the Company’s functional currency have been accounted for on a prospective basis from August 31, 2023 in accordance with IAS 21, *The Effects of Changes in Foreign Exchange Rates*. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21.

For the purposes of presenting condensed interim consolidated financial statements, the assets and liabilities of the Company’s operations at August 31, 2023 that were previously reported in CAD were translated to USD using the exchange rate at that date. The resulting translated amounts for non-monetary items are treated as their historical cost. The income and expenses were translated using average rates and foreign currency differences that arose on translation for consolidation purposes are recognized in other comprehensive loss.

All transactions for the Company are recorded in USD from August 31, 2023 and onwards. Transactions denominated in currencies other than USD are considered foreign currency transactions. Foreign currency transactions are translated into USD using the foreign currency rates prevailing at the date of the transaction. Period-end balances of monetary assets and liabilities in foreign currency are translated to USD using period-end foreign currency rates. Foreign currency gains losses arising from the settlement of foreign currency transactions are recognized in profit or loss.

The Company reclassified its derivative liabilities upon the change in functional currency, which resulted in an increase of \$4,189,576 in derivative liabilities with a corresponding increase in reserves of \$351,969 and decrease in share capital of \$4,541,545 as at August 31, 2023 (Note 9).

NOTE 2 – MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Significant accounting estimates and judgments

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. Significant estimates and judgements made by management in the preparation of these condensed interim consolidated financial statements are outlined below.

Functional currency

Management is required to assess the functional currency of each entity of the Company. In concluding on the functional currencies of the parent and its subsidiaries, management considered the currency that mainly influences the sale prices of goods and services and the cost of providing goods and services in each jurisdiction in which the Company operates. When no single currency was clearly dominant, the Company also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Going concern

The assessment of the Company's ability to continue as a going concern involves management judgement about the Company's resources and future prospects.

Impairment of intangible assets

The application of the Company's accounting policy for intangible assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company and whether any impairment indicators exist, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Useful lives of intangible assets

Amortization is recorded on a straight-line basis based upon management's estimate of the useful life and residual value. The estimates are reviewed at least annually and are updated if expectations change as a result of technical obsolescence or legal and other limits to use.

Share-based payment transactions and valuation of derivative liability

The Company uses the Black-Scholes Option Pricing Model to determine the fair value of stock options, standalone share purchase warrants issued, bonus rights and derivative liability. This model requires the input of subjective assumptions including expected share price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings (loss) and equity reserves.

Valuation of bonus rights

The Company uses the Black-Scholes Option Pricing Model to determine the fair value of the bonus rights. This model requires the input of subjective assumptions including expected share price volatility, interest rate, and forfeiture rate. Additionally, the Company applies a probability of the likelihood of certain thresholds being met. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings (loss) and equity reserves.

NOTE 2 – MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Significant accounting estimates and judgments (continued)

Valuation of debt modification

The Company calculated the debt modification using the net present value of cash flows approach. This approach requires the input of subjective assumptions including the Company’s borrowing rate. Changes in the input assumptions can materially affect the fair value estimate and the Company’s earnings (loss).

Equipment

Equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

Amortization is charged over the estimated useful lives using the declining balance method as follows:

Computer equipment	55%
Other equipment	20%

Intangible assets

Intangible assets are carried at cost less accumulated amortization and any impairment losses. The amortization method, useful life and residual values are assessed annually. Amortization expense is recorded on a straight-line basis beginning with the month the corresponding assets are available for use and over the estimated useful lives provided below:

Licenses	15 years
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If, after expenditures are capitalized, events or changes in circumstances indicate that the carrying amount may not be recoverable, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Upon retirement or disposal, the cost of the asset disposed of and the related accumulated amortization are removed from the accounts and any gain or loss is reflected in profit and loss.

Grant accounting

All funds relating to government grants are being recorded under the gross method of accounting for government grants whereby any income received and associated expenses incurred will be reported separately as expenses on the statement of comprehensive loss.

Accounting pronouncements not yet adopted

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s condensed interim consolidated financial statements.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 3 – GOVERNMENT GRANT

On June 5, 2023, the Company was awarded a \$750,000 research and development grant from the Army Medical Research and Materiel Command for a pre-clinical study on the use of the ALPHA-1062 Intranasal to reduce blast mTBI (mild Traumatic Brain Injury) induced functional deficit and brain abnormalities (“R&D Grant”). The R&D Grant is issued in collaboration with the Seattle Institute of Biomedical and Clinical Research and is endorsed by the Department of Defense. As of September 30, 2023, the Company has received \$201,500 for the R&D Grant and has restricted cash of \$201,500.

As at September 30, 2023, the Company has deferred income of \$168,743 after the recognition of \$32,757 of government grant income on the statement of comprehensive loss during the nine months ended September 30, 2023. Additionally, during the nine months ended September 30, 2023, the Company has accrued \$32,757 in expenses relating to the R&D Grant.

NOTE 4 – LOAN RECEIVABLE

On July 7, 2023, the Company entered into a loan agreement with Alpha Seven Therapeutics, Inc., (“Alpha Seven”) a related party through a common director and officers, to advance an amount up to \$150,000. The outstanding balance has an interest rate of 12% per annum, a term of 12 months, and is unsecured. As at September 30, 2023, the Company has advanced \$55,000 and accrued interest of \$886.

NOTE 5 – INTANGIBLE ASSET

	Licenses
	\$
Cost:	
At December 31, 2021 and 2022 and September 30, 2023	1,235,633
Amortization:	
At December 31, 2021	538,871
Additions	82,376
At December 31, 2022	621,247
Additions	61,782
At September 30, 2023	683,029
Net book value:	
At December 31, 2022	614,386
At September 30, 2023	552,604

NOTE 6 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2023	December 31, 2022
	\$	\$
Accounts payable	703,207	2,016,057
Accrued liabilities	307,874	278,664
Accrued bonus and wages	559,806	550,660
	1,570,887	2,845,381

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 7 – PROMISSORY NOTE

The following is a continuity schedule of the carrying value of the promissory note and accrued interest:

	Principal	Accrued Interest
	\$	\$
Balance, December 31, 2021	1,075,820	2,771
Interest payments	-	(16,000)
Accretion	135,643	-
Accrued interest	-	24,230
Balance, December 31, 2022	1,211,463	11,001
Debt modification	(108,907)	-
Interest payments	(37,506)	(11,001)
Accretion	91,647	5,476
Balance, September 30, 2023	1,156,697	5,476

In March 2015, the Company issued a promissory note of \$1,400,000 to Neurodyn Life Sciences Inc (“NLS”), a related party through a common director, for the acquisition of the Alpha-1062 Technology (“NLS Promissory Note”) (Note 11). In April 2015, the Company and NLS entered into an amendment to the License Agreement (defined in Note 12) pursuant to which the interest rate was reduced to 2% and the maturity date was extended to December 31, 2022, with interest only payments commencing April 1, 2019, at the rate of \$2,000 per month. In March 2023, the Company and NLS entered into a second amending agreement pursuant to which the interest rate was increased to 5.5% and the maturity date was extended to July 15, 2024, with monthly interest only payments required. The Company may pay all or any portion of the note and accrued interest prior to the maturity date.

The second amendment was determined to be an extinguishment transaction with a related party resulting in the difference in net present value of the cash flows of \$108,907, calculated using an effective interest rate of 11.5%, being recognized as a gain on debt modification in the consolidated statements of loss and comprehensive loss.

During the nine months ended September 30, 2023, the Company recorded interest and accretion expense of \$97,123 (September 30, 2022 - \$117,765), included in financing costs.

As at September 30, 2023, the principal balance owing on the promissory note was \$1,211,463 (December 31, 2022 - \$1,211,463) and the remaining debt discount was \$54,766 (December 31, 2022 - \$nil). Additionally, the accrued interest of \$5,476 (December 31, 2022 - \$11,001) is included in accrued liabilities.

NOTE 8 – OTHER LONG-TERM LIABILITIES

The Company adopted a cash bonus policy which may grant bonus rights to certain eligible participants, which include employees, officers or consultants of the Company, that are payable in cash. These bonus rights are cash-settled share-based payment awards recognized over the vesting period and are revalued at each reporting date with the amount recognized included in management fees and salaries on the Company’s condensed interim consolidated statement of loss and comprehensive loss.

During the year ended December 31, 2022, officers of the Company were granted the ability to earn up to 9,261,196 bonus rights entitling them to a cash bonus equal to an amount by which the fair market value of one common share of the Company (calculated as the 30-day Volume Weighted Average Price (“VWAP”) per common share) exceeds \$1.58 multiplied by the number of bonus rights vested. The bonus rights earned will vest on the earlier of the date of a change of control or April 15, 2024 and will be payable upon vesting. The bonus rights will be earned in tranches based on the price of the Company’s common share exceeding certain thresholds. As at September 30, 2023, the Officers had earned 2,376,764 (December 31, 2022 - 2,376,764) bonus rights.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 8 – OTHER LONG-TERM LIABILITIES (continued)

On initial recognition, the Company recorded an expense of \$56,988 to recognize the proportionate unvested bonus rights. As at September 30, 2023, the Company revalued the bonus rights to \$13,541 (December 31, 2022 - \$8,295).

	September 30, 2023	December 31, 2022
		\$
Balance, beginning of period	8,295	-
Initial recognition of bonus rights	-	56,988
Adjustment	5,246	(48,693)
Balance, end of period	13,541	8,295

The following weighted average assumptions were used in the Black-Scholes option-pricing model for the initial valuations and the re-valuations of the bonus rights as at December 31, 2022 and September 30, 2023:

	September 30, 2023	December 31, 2022	Initial Valuation
Risk-free interest rate	5.13%	4.51%	1.47%
Dividend yield	-	-	-
Forfeiture rate	-	-	-
Expected life	0.54 years	1.29 years	1.13 years
Volatility	126.94%	94%	60%
Weighted average fair value per bonus right	\$0.01	\$0.01	\$0.16
Number of probable bonus rights to vest	2,405,287	2,444,625	2,434,134

A continuity of bonus rights is as follows:

	Number of Bonus Rights Outstanding	Number of Bonus Rights Earned
Balance, December 31, 2021	-	-
Issued	9,261,186	2,376,764
Balance, December 31, 2022 and September 30, 2023	9,261,186	2,376,764

NOTE 9 – SHARE CAPITAL

Authorized share capital

The Company is authorized to issue the following share capital:

- Unlimited common voting shares without par value (“Common Share”)
- Unlimited Class A restricted voting shares without par value (“Restricted Share”)
- Unlimited Class B preferred Series A voting shares with a par value of \$0.25 per share, convertible on a 1:1 basis into Common shares (“Class B Preferred Shares”)

NOTE 9 – SHARE CAPITAL (continued)

Issued share capital

During the nine months ended September 30, 2023, the Company issued the following shares:

- a) Issued 23,747,648 private placement units at a price of CAD\$0.255 for total proceeds of \$4,506,055 (CAD\$6,055,650) with each unit consisting of one Common Share and one warrant exercisable at a price of CAD\$0.39 per warrant for a term of five years from the closing date (“Q1 2023 PP”). The Q1 2023 PP was completed through the closing of two tranches: one in February 2023 and one in March 2023. In connection with the Q1 2023 PP, the Company paid cash commissions of \$172,480 and issued 2,129,566 Common Shares and 324,642 agents warrants with an estimated fair value of \$618,004 and \$73,018, respectively. Each agent warrant is exercisable into one Common Share of the Company at an exercise price of CAD\$0.39 for a term of 5 years.
- b) 1,050,000 Common Shares for the exercise of 1,050,000 ACI Canada legacy performance options at a price of \$0.01 per share for total proceeds of \$10,500. As a result, the Company transferred \$676,632 from reserves to share capital.
- c) On May 30 2023, the Company announced a private placement offering to raise gross proceeds of \$6,500,000 at \$0.22 per unit (“Q2 2023 PP”). Each unit consists of one common share and one-half of a warrant with each whole warrant entitling the holder to purchase an additional Common Share of the Company at \$0.31 per share for a period of three years from the closing date. The aggregate proceeds may be increased by 30% to accommodate any over-allotment. In accordance with the Q2 2023 PP, the Company has agreed to pay the finder (“Spartan”) cash commissions of 10% of the gross proceeds, issue finder’s 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, and pay Spartan a non-accountable expense fee equal to 5% of the gross proceeds of the Q2 2023 PP excluding the president’s list. The Q2 2023 PP capital raising activities are still active as of September 30, 2023.
 - o Completed an initial closing of the Q2 2023 PP by issuing 6,114,058 units at a price of \$0.22 for a total proceeds of \$1,345,093 (“Q2 2023 PP Tranche 1”). Each unit consists of one Common Share and one-half of a warrant with each whole warrant entitling the holder to purchase an additional Common Share of the Company at the initial pricing of \$0.31 per share until August 31, 2026. In connection with the Q2 2023 PP Tranche 1, the Company paid cash commissions of \$180,051 and issued 272,803 agents warrants with an estimated fair value of \$44,292. Each agent warrant is exercisable into one Common Share of the Company at an exercise price of \$0.31 until August 31, 2026.
- d) All 7,000,000 previously outstanding Restricted Shares were converted to Common Shares on August 29, 2023, for \$nil proceeds.

During the year ended December 31, 2022, the Company issued the following shares:

- a) 350,000 Common Shares for the exercise of 350,000 ACI Canada legacy performance options at a price of \$0.01 per share for total proceeds of \$3,500. As a result, the Company transferred \$174,285 from reserves to share capital.
- b) 66,519 Common Shares for the exercise of 66,519 Common Share options at a price of CAD\$0.714 per share for total proceeds of \$37,285 (CAD\$47,495). As a result, the Company transferred \$32,097 from reserves to share capital.

Escrow shares

As at September 30, 2023, the Company had 11,502,874 (December 31, 2022 – 19,754,347) Common Shares, nil (December 31, 2022 – 3,116,518) Restricted Shares, and 2,857,432 (December 31, 2022 – 5,099,866) Class B Preferred Shares held in escrow.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 9 – SHARE CAPITAL (continued)

Warrants

During the nine months ended September 30, 2023, the Company issued the following warrants:

- a) 16,795,221 warrants with an exercise price of CAD\$0.39 and expiry of February 16, 2028, in connection with the first tranche of the Q1 2023 PP.
- b) 6,952,427 warrants with an exercise price of CAD\$0.39 and expiry of March 15, 2028, in connection with the second tranche of the Q1 2023 PP.
- c) 324,642 warrants with an exercise price of CAD\$0.39 and an expiry of March 15, 2028, to the agents of the Company’s Q1 2023 PP. The warrants were valued at \$73,018 using the Black Scholes option-pricing model with the following assumptions: expected life of 5 years, volatility of 108.71%, discount rate of 3.05%, and a dividend yield of \$nil.
- d) 3,057,025 warrants with an exercise price of \$0.31 and an expiry of August 31, 2026, in connection with the Company’s Q2 2023 PP Tranche 1.
- e) 272,803 warrants with an exercise price of \$0.31 and an expiry of August 31, 2026, to the agents of the Company’s Q2 2023 PP Tranche 1. The warrants were valued at \$44,292 using the Black Scholes option-pricing model with the following assumptions: expected life of 3 years, volatility of 91.24%, discount rate of 4.40%, and a dividend yield of \$nil.

In March 2023, 2,617,380 warrants expired resulting in \$949,972 being reallocated from reserves to Common Shares.

A continuity of warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price
		\$
Balance, December 31, 2021 and 2022	15,981,290	1.15
Issued	27,402,118	0.29 (CAD\$0.39)
Expired	(2,657,380)	1.52
Balance, September 30, 2023	40,726,028	0.56

A summary of the warrants outstanding and exercisable at September 30, 2023, is as follows:

Warrants Outstanding	Exercise Price	Expiry Date
	\$	
9,602,500*	1.29 (CAD\$1.75)	October 1, 2023
659,627*	1.11 (CAD\$1.50)	October 1, 2023
3,061,783	0.40	August 30, 2024
3,329,828	0.31	August 31, 2026
16,795,221	0.29 (CAD\$0.39)	February 16, 2028
7,277,069	0.29 (CAD\$0.39)	March 15, 2028
40,726,028		

**expired unexercised subsequent to the period*

The weighted average life of warrants outstanding at September 30, 2023 was 3.20 years.

NOTE 9 – SHARE CAPITAL (continued)

Share Options

Common Share options

The Company's 2023 Stock Option Plan (the "2023 Option Plan") for its officers, directors, employees and consultants was approved by shareholders on June 27, 2023. Pursuant to the 2023 Option Plan, the Company may grant non-transferable share options totaling in aggregate up to 20% of the Company's issued and outstanding Common Shares and Restricted Shares, exercisable for a period of up to ten years from the date of grant, and at an exercise price that will not be lower than the greater of the last closing price for the Common Shares as quoted on the CSE: (i) on the trading day prior to the date of grant; and (ii) the date of grant. All options granted pursuant to the 2023 Option Plan will be subject to such vesting requirements as may be imposed by the Board. In the event of a Change of Control, as defined in the 2023 Option Plan, all unvested options will vest immediately.

The 2022 Option Plan was previously adopted by the board and approved by shareholders on July 19, 2022, pursuant to which incentive share options were granted to certain directors, officers, employees and consultants (the "2022 Option Plan"). Under the 2022 Option Plan, the Company could grant non-transferable share options totaling in aggregate up to 10% of the Company's issued and outstanding Common Shares, exercisable for a period of up to ten years from the date of grant, and at an exercise price which is not less than that permitted by the TSX-V. In connection with listing of the Common Shares on the CSE, the Company adopted the 2023 Option Plan and determined that the 2022 Option Plan be closed to new grants. The options outstanding under the 2022 Option Plan, issued prior to the adoption of the 2023 Option Plan ("2022 Options") are not included in the maximum number of share options available for grant pursuant to the 2023 Option Plan and are not subject to the terms of the 2023 Option Plan; as such, the 2022 Options will continue to be governed by the 2022 Option Plan.

During the nine months ended September 30, 2023, the Company had the following share options transactions, under the 2022 Option Plan:

- In January 2023, the Company canceled 2,600,000 outstanding stock options with an exercise price of CAD\$0.90 and issued 2,600,000 new options with an exercise price of CAD\$0.28 with new vesting terms of equal monthly instalments until July 31, 2024. The expiry dates remained unchanged.
- In January 2023, the Company canceled 940,000 options with an exercise price of CAD\$1.12 and issued 940,000 new options with an exercise price of CAD\$0.28 with new vesting terms of equal monthly instalments until September 30, 2023. The expiry dates remained unchanged.
- In January 2023, the Company canceled 215,000 options with an exercise price of CAD\$1.05 and issued 215,000 new options with an exercise price of CAD\$0.28 with new vesting terms of equal monthly instalments until January 31, 2025. The expiry dates remained unchanged.
- In January 2023, the Company canceled 450,000 options with an exercise price of CAD\$0.93 and issued 450,000 new options with an exercise price of CAD\$0.28 with new vesting terms of equal monthly instalments until January 31, 2025. The expiry dates remained unchanged.
- In January 2023, the Company canceled 400,000 options with an exercise price of CAD\$0.64 and issued 400,000 new options with an exercise price of CAD\$0.28 with new vesting terms of equal monthly instalments until July 31, 2024. The expiry dates remained unchanged.
- In January 2023, the Company canceled 50,000 options with an exercise price of CAD\$0.64 and issued 50,000 new options with an exercise price of CAD\$0.28 with new vesting terms of equal monthly instalments until January 31, 2025. The expiry dates remained unchanged.

For accounting purposes, the cancellation and subsequent reissuance of these stock options was treated as a modification. The incremental fair value is the difference between the fair value of the modified share-based payment and that of the original share-based payment both measured at the date of the modification. The incremental fair value of \$98,017 resulting from the stock option modifications is being recognized over the new vesting terms and the balance of the original grant-date fair value is being recognized over the remaining original vesting period.

In addition to the above, 772,763 stock options, issued under the 2022 Option Plan, were forfeited, of which \$405,650 reallocated from reserves to deficit and \$20,874 was reallocated from reserves to share based compensation under research and development.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 9 – SHARE CAPITAL (continued)

Share options (continued)

Common Share options (continued)

During the nine months ended September 30, 2023, the Company had the following share options transactions, under the 2023 Option Plan:

- In June 2023, the Company granted 16,190,000 Common Share options with an exercise price of CAD\$0.22 per share to certain employees of ACI USA and certain directors of the Company. The options will be subject to the following vesting terms: 12.5% will vest on June 8, 2023 and the remaining 87.5% will vest in equal monthly instalments until January 30, 2026. These options have an expiry date of June 8, 2033.

During the year ended December 31, 2022, the Company had the following share option transactions, under the 2022 Option Plan:

- In February 2022, the Company granted 230,000 Common Share options with an exercise price of CAD\$1.05 per share to certain employees of ACI USA and a consultant of ACI Canada. The options will be subject to the following vesting terms: 25% will vest on February 14, 2023 and the remaining 75% will vest in equal monthly instalments until February 14, 2025. These options were cancelled in January 2023.
- In April 2022, the Company granted 450,000 Common Share options to the CFO of the Company with an exercise price of CAD\$0.93 per share for a period of ten years from date of grant. The options will be subject to the following vesting terms: 25% will vest in equal monthly instalments until April 11, 2023 and the remaining 75% will vest in equal monthly instalments until April 11, 2025. These options were cancelled in January 2023.
- In May 2022, the Company granted 400,000 Common Share options to certain directors of the Company with an exercise price of CAD\$0.64 per share. The options will be subject to the following vesting terms: 50% will vest on date of grant and the remaining 50% will vest quarterly over a 24-month period. These options expired unexercised in April 2023.
- In May 2022, the Company granted 90,000 Common Share options with an exercise price of CAD\$0.64 per share. The options will be subject to the following vesting terms: 25% will vest on date of grant and the remaining 75% will vest in equal monthly instalments over a 24-month period. These options were cancelled in January 2023.
- During the year ended December 31, 2022, 895,007 stock options were forfeited, of which \$161,750 reallocated from reserves to deficit, \$5,532 was reallocated from reserves to share-based compensation under general and administrative, and \$112,017 was reallocated from reserves to share-based compensation under research and development.

The following weighted average assumptions were used in the Black-Scholes option-pricing model for the valuation of the Common Share options issued:

	September 30, 2023	December 31, 2022
Risk-free interest rate	3.12%	2.62%
Dividend yield	-	-
Forfeiture rate	-	-
Expected life	10 years	10 years
Volatility	103%	84%
Weighted average fair value per option	\$0.13	\$0.56

For the nine months ended September 30, 2023, share-based compensation expense relating to service condition awards amounted to \$1,715,185 (September 30, 2022 - \$1,444,440) of which \$421,766 (September 30, 2022 - \$459,306) was allocated to research and development and \$1,293,419 (September 30, 2022 – \$985,134) to general and administrative, the latter which has been presented in share-based compensation expense.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 9 – SHARE CAPITAL (continued)

Share options (continued)

Common Share options (continued)

Common Share option continuity is as follows:

	Nine months ended September 30, 2023			Year ended December 31, 2022		
	Number of Options	Weighted Average Exercise Price	Weighted Average Share Price on Exercise	Number of Options	Weighted Average Exercise Price	Weighted Average Share Price on Exercise
Balance, beginning of period	5,506,071	\$ 0.72	\$ -	5,297,597	\$ 0.81	\$ -
Granted	16,190,000	0.16	-	1,170,000	0.61	-
Expired	(772,763)	0.67	-	(895,007)	0.64	-
Exercised	-	-	-	(66,519)	0.53	0.81
Balance, end of period	20,923,308	0.17	-	5,506,071	0.72	-
Options exercisable, end of period	6,384,510			2,546,071		

A summary of the Common Share options outstanding at September 30, 2023, is as follows:

Options Outstanding	Options Exercisable	Exercise Price	Expiry Date
		\$	
39,154	39,154	0.40	June 1, 2029
39,154	39,154	0.40	July 22, 2030
2,600,000	1,155,556	0.21 (CAD\$0.28)	August 3, 2031
940,000	940,000	0.21 (CAD\$0.28)	December 20, 2031
215,000	71,668	0.21 (CAD\$0.28)	February 14, 2032
450,000	150,000	0.21 (CAD\$0.28)	April 11, 2032
450,000	194,446	0.21 (CAD\$0.28)	May 31, 2032
16,190,000	3,794,532	0.16 (CAD\$0.22)	June 8, 2033
20,923,308	6,384,510		

The weighted average life of Common Share options outstanding at September 30, 2023 was 9.33 years.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 9 – SHARE CAPITAL (continued)

Share options (continued)

ACI Canada legacy performance options

The Company retained ACI Canada’s stock option plan whereby ACI Canada could grant share options to directors, officers, employees and consultants enabling them to acquire Common Shares. Options granted had a maximum term of ten years and the board of directors determined the vesting requirements. From time to time, the Company granted performance-based share options to management and consultants. These options vest based on the Company’s achievement of certain performance goals and operational metrics, as applicable, subject to continuous employment by each recipient.

ACI Canada legacy performance option continuity is as follows:

	Nine months ended September 30, 2023			Year ended December 31, 2022		
	Number of Options	Weighted Average Exercise Price	Weighted Average Share Price on Exercise	Number of Options	Weighted Average Exercise Price	Weighted Average Share Price on Exercise
Balance, beginning of period	9,521,057	\$ 0.01	\$ -	9,941,057	\$ 0.01	\$ -
Cancelled	-	-	-	(70,000)	0.01	-
Exercised	(1,050,000)	0.01	-	(350,000)	0.01	0.83
Balance, end of period	8,471,057	0.01		9,521,057	0.01	
Options exercisable, end of period	8,051,057			8,731,057		

A summary of the ACI Canada legacy performance options outstanding at September 30, 2023, is as follows:

Options Outstanding	Options Exercisable	Exercise Price	Expiry Date
900,000	900,000	\$ 0.001	February 1, 2026
691,057	691,057	0.01	December 31, 2027
3,875,000	3,655,000	0.01	September 1, 2028
3,005,000	2,805,000	0.01	June 1, 2029
8,471,057	8,051,057		

The weighted average life of ACI Canada legacy performance options outstanding at September 30, 2023 was 4.86 years.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 9 – SHARE CAPITAL (continued)

Derivative liability

- a) Prior to August 31, 2023, the Company’s functional currency was the CAD; as such, the Company recorded a derivative liability on the warrants outstanding with USD exercises prices. This derivative liability was being revalued at each reporting period.

The Company revalued its derivative liability upon the change in functional currency, which resulted in a loss on revaluation of \$145,980 (September 30, 2022 – gain of \$1,658,486).

Prior to August 31, 2023, the functional currency of the Company was CAD, and therefore, warrants with exercise prices denominated in USD were recognized as derivative liabilities and measured at fair value by the Black-Scholes Option Pricing Model with a valuation date of August 31, 2023. The derivative liability of the Company on that date was \$351,969, which upon reclassification, was charged to equity as an increase in reserves of \$351,969.

	September 30, 2023	December 31, 2022
	\$	\$
Balance, beginning of period	205,989	2,048,127
Revaluation of derivative liability	145,980	(1,842,138)
Reclassification of derivative liability per change in functional currency	(351,969)	-
Balance, end of period	-	205,989

A summary of the warrants with USD exercise prices outstanding and exercisable at August 31, 2023 was as follows:

Warrants Outstanding	Exercise Price	Expiry Date
	\$	
3,061,783	0.40	August 30, 2024
3,329,828	0.31	August 31, 2026
6,391,611		

The following weighted average assumptions were used in the Black-Scholes option-pricing model for the revaluations as at December 31, 2022 and August 31, 2023:

	August 31, 2023	December 31, 2022
Risk-free interest rate	5.14%	4.03%
Dividend yield	-	-
Forfeiture rate	-	-
Expected life	1.00 year	1.65 years
Volatility	131%	93%
Weighted average fair value per warrant	\$0.16	\$0.07

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 9 – SHARE CAPITAL (continued)

Derivative liability (continued)

- b) On August 31, 2023, the Company’s functional currency changed to the USD from the CAD; as such, the Company recorded a derivative liability on the warrants outstanding with previously issued CAD exercises prices. This derivative liability is being revalued at each reporting period.

As at August 31, 2023, the Company charged \$4,541,545 to equity to reclassify the derivative liability for warrants with exercise prices denominated in CAD using the Black-Scholes Option Pricing Model. The initial reclassification resulted in a decrease in share capital of \$4,541,545. As at September 30, 2023, the Company revalued the derivative liability to \$4,927,994 (December 31, 2022 - \$nil) and recorded a loss on revaluation of \$386,449 (September 30, 2022 – \$nil).

	September 30, 2023
	\$
Balance, beginning of period	-
Reclassification of derivative liability	4,541,545
Revaluation of derivative liability	386,449
Balance, end of period	4,927,994

A summary of the warrants not issued for services with CAD exercise prices outstanding and exercisable at September 30, 2023 is as follows:

Warrants Outstanding	Exercise Price	Expiry Date
	\$	
9,602,500	1.29 (CAD\$1.75)	October 1, 2023
16,795,221	0.29 (CAD\$0.39)	February 16, 2028
6,952,427	0.29 (CAD\$0.39)	March 15, 2028
33,350,148		

The following weighted average assumptions were used in the Black-Scholes option-pricing model for the initial valuation and re-valuations as at August 31, 2023 and September 30, 2023:

	September 30, 2023	August 31, 2023
Risk-free interest rate	4.35%	6.31%
Dividend yield	-	-
Expected life	4.41 years	3.22 years
Volatility	90%	110%
Weighted average fair value per warrant	\$0.15	\$0.14

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 10 – RESEARCH AND DEVELOPMENT

The Company’s research and development expenses are summarized below:

	Note	For the nine months ended September 30,	
		2023	2022
		\$	\$
Consulting fees		59,810	270,300
Legal and patent costs		73,176	160,192
Management fees and salaries	11	486,760	918,619
Other research and development		-	21,016
Product development		2,609,142	3,681,877
R&D Grant expenses		32,757	-
Share-based compensation	9,11	421,766	568,857
Subcontractors		163,645	747,729
		3,847,056	6,368,590

Included in Subcontractors is \$69,416 for the federal wage tax credits refund.

NOTE 11 – RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company’s executive officers and members of its Board of Directors.

In September 2018, the Company signed a management agreement with CMI Cornerstone Management Corp. (“CMI”), a company controlled by Ken Cawkell, former CEO and a director of the Company, which requires monthly payments of \$15,000. In June 2019, the Company amended the agreement to increase the monthly fees to \$18,000. Included in the agreement is a provision for a termination payment equal to the greater of (i) \$432,000 less any fees previously paid under the agreement between June 1, 2019 and the date of termination or (ii) \$54,000. On September 1, 2022, the Company amended the agreement to decrease the monthly fees to \$9,000. On April 30, 2023, the Company amended the agreement to an hourly fee of \$400 for services rendered. The amendment included a payment of \$54,000 for the termination fee.

In September 2018, the Company signed a management agreement with 9177 – 586 Quebec Inc., later assigned to 102388 P.E.I. Inc. (“PEI Inc.”), companies controlled by Denis Kay, Chief Scientific Officer of the Company, which requires monthly payments of \$13,333 per month for an effective term of two years. In June 2019, the Company amended the agreement to increase the monthly fees to \$15,000. Included in the agreement is a provision for a termination payment equal to the greater of (i) \$360,000 less any fees previously paid under the agreement between June 1, 2019 and the date of termination or (ii) \$45,000. On August 15, 2022, the Company amended the agreement to decrease the monthly fees to \$7,500.

In August 2020, the Company signed a management agreement with Seatrend Strategy Group, (“Seatrend”), a company controlled by Jeremy Wright, the Chief Financial Officer of the Company, which required monthly payments of \$6,000. In October 2020, the Company amended the agreement to increase the monthly fees to \$15,000. Included in the agreement was a provision for a termination payment of six’s month’s fees. On April 12, 2022, Jeremy Wright resigned as the CFO of the Company and was paid a termination payment of \$90,000.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 11 – RELATED PARTY TRANSACTIONS AND BALANCES (continued)

In February 2021, the Company signed a consulting agreement with Michael McFadden, CEO of the Company, requiring an annual base compensation of \$500,000. A new employment agreement was signed in March 2022 which included in the agreement is a provision for termination payment without just cause of:

- a) Severance payments for a period of twelve months with the following terms:
 - i) Months 1 through 6: 100% of annual base salary;
 - ii) Months 7 through 9: 50% of annual base salary; and
 - iii) Months 10 through 12: 25% of annual base salary.
- b) Bonus severance equal to the average of bonuses paid of the two most recent full fiscal years prior to termination plus the bonus that would have been paid in the fiscal year of termination.

Also included in the agreement is a provision for termination payment due to a change of control, the CEO will receive:

- a) a cash payment equal to the annual base salary;
- b) a full bonus payable in cash immediately, irrespective of whether targets have been met; and
- c) continuation of healthcare benefits for twelve months from date of change of control event.

In April 2022, Mr. McFadden was granted the ability to earn up to 8,195,740 bonus rights of which 1,639,148 bonus rights had been earned at September 30, 2023 (Note 8).

In May 2021, the Company hired Lauren D’Angelo as the Company’s Chief Commercial Officer. In 2023 Ms. D’Angelo was promoted to Chief Operating Officer of the Company. The employment agreement signed in May 2021 with Ms. D’Angelo requires an annual base compensation currently at \$420,000 and includes a provision for a termination payment due to a change of control as follows:

- a) a cash payment equal to the annual base salary;
- b) a full bonus payable in cash immediately, irrespective of whether targets have been met; and
- c) continuation of healthcare benefits for twelve months from date of change of control event.

In May 2022, Ms. D’Angelo was granted the ability to earn up to 1,065,446 bonus rights of which 737,616 bonus rights had been earned at September 30, 2023 (Note 8).

In November 2021, the Company signed an employment agreement with Cedric O’Gorman, the Chief Medical Officer (“CMO”) of the Company, requiring an annual base compensation of \$400,000. Included in the agreement is a provision for a termination payment without just cause of an amount equal to annual base compensation for a period of six months. If termination is due to a change of control, the CMO will receive:

- a) a cash payment equal to the annual base salary;
- b) a cash bonus equal to 50% of the annual base salary; and
- c) continuation of healthcare benefits for twelve months from date of change of control event.

On January 1, 2023, Cedric O’Gorman resigned as the Chief Medical Officer of the Company.

In April 2022, the Company signed an employment agreement with Donald Kalkofen, the Chief Financial Officer (“CFO”) of the Company, requiring an annual base compensation of \$420,000. Included in the agreement is a provision for termination payment due to a change of control, which if occurs, the CFO will receive:

- a) a cash payment equal to the annual base salary;
- b) a cash bonus equal to 50% of the annual base salary; and
- c) continuation of healthcare benefits for twelve months from date of change of control event.

As at September 30, 2023, \$542,986 (December 31, 2022 - \$619,361) is owing to directors and officers of the Company and has been included in accounts payable and accrued liabilities. These balances are in relation to fees and management compensation and are non-interest bearing, unsecured and due on demand.

As at September 30, 2023, the Company owed NLS \$1,211,463 for an outstanding promissory note (Note 7).

As at September 30, 2023, the Company has advanced Alpha Seven \$55,000 and accrued interest of \$886 (Note 4).

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 11 – RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Summary of key management personnel compensation:

	For the nine months ended	
	2023	September 30, 2022
	\$	\$
Other general and administrative	-	9,555
Other research and development	-	10,500
Management fees and salaries	751,412	881,810
Research and development - management fees and salaries	348,631	704,670
Share-based compensation	1,884,804	1,323,229
	2,984,847	2,929,764

NOTE 12 – COMMITMENTS

a) Alpha-1062 Technology

In March 2015, the Company entered into the Memogain Technology License Agreement (“License Agreement”) with NLS for the exclusive right and license to further develop and exploit the Alpha 1062, formerly Memogain, Technology. The License Agreement set out the consideration as follows:

- The Company assumed all of NLS’s obligations under the Memogain Asset Purchase Agreement which consisted of cumulative total payments to Galantos Pharma GmbH of €10,000,000, the cumulative total may be increased to €15,000,000 subject to certain provisions, which is to be paid as follows (collectively the “Galantos Royalty Payments”):
 - 3% of the net sales revenue received by the Company from the sale of any products relating to the Alpha-1062 Technology;
 - 10% of any sublicensing revenue; and
 - 25% of an upfront payment or milestone payment paid by a sub-licensee to the Company;
- Upon completion of the Galantos Royalty Payments, a royalty payment to NLS of 1% of the revenue received from the Alpha-1062 Technology by the Company over \$100 million per annum and
- The issuance of a promissory note of \$1,400,000 to NLS (Note 5).

On January 1, 2016, the Company assumed NLS’s obligations under a Royalty Agreement with Galantos Consulting dated August 31, 2013, which consisted of cumulative total payments to Galantos Consulting of €2,000,000, the cumulative total may be increased to €3,000,000 subject to certain provisions, which is to be paid as follows:

- 1% of the net sales revenue received by the Company from the sale of any products relating to the Alpha-1062 Technology;
- 2% of any sublicensing revenue; and
- 2% of an upfront payment or milestone payment paid by a sub-licensee to the Company.

On March 6, 2023, the Company and NLS agreed to amend the License Agreement to now incorporate both Alpha Cognition Inc. and Alpha Cognition Canada Inc. under the License Agreement and added clarity to certain terms and definitions in the License Agreement.

NOTE 12 – COMMITMENTS (continued)

b) Alpha-602 Technology

In November 2020, the Company entered into a license agreement with NLS for the world-wide exclusive right to the Progranulin (“Alpha-602”) Technology. In accordance with the agreement, the Company will pay the following:

- \$50,000 to NLS before January 15, 2021 (paid);
- a royalty of 1.5% of the commercial sales, capped at \$2,000,000, to NLS;
- 10% of any Upfront Payments in excess of \$2,000,000.

The total amount payable to NLS under this agreement shall not exceed \$2,000,000.

c) Spartan Capital Securities, LLC Agreement

On May 30, 2023, the Company agreed to enter into an ongoing consulting services agreement (the “Spartan Consulting Agreement”) for a three year term with Spartan Capital Securities, LLC. The services 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 \$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 which 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. As of September 30, 2023, no consulting fees or additional common shares had been earned or issued under the consulting services agreement with Spartan.

NOTE 13 – CAPITAL DISCLOSURE AND MANAGEMENT

The Company defines its capital as all components of equity. The Company’s objective when managing capital is to safeguard the Company’s ability to continue as a going concern. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital. The Company is not subject to externally imposed capital requirements.

NOTE 14 – FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumption that market participants would use in pricing.

The Company’s financial instruments consist of cash, restricted cash, other current assets, loan receivable, accounts payable, bonus rights (presented in other long-term liabilities), derivative liability, and promissory note. The fair values of other current assets, loan receivable, accounts payable, and promissory note approximates their carrying values either due to their current nature or current market rates for similar instruments. Cash and restricted cash are measured at fair value on a recurring basis using level 1 inputs. Bonus rights and derivative liability are measured at fair value on a recurring basis using level 3 inputs. The continuity and valuation techniques that are used to determine the fair values of the bonus rights and derivative liability are described in Notes 8 and 10.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 14 – FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, and liquidity risk.

a) Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company's operations are carried out in Canada and the United States. As at September 30, 2023, the Company had net monetary assets of approximately \$62,000 denominated in Canadian dollars. These factors expose the Company to foreign currency exchange rate risk, which could have an adverse effect on the profitability of the Company. A 10% change in the exchange rate with the Canadian dollar would change net loss and comprehensive loss by approximately \$4,500. At this time, the Company currently does not have plans to enter into foreign currency future contracts to mitigate this risk, however it may do so in the future.

b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Company's cash is held in a large Canadian financial institution and a United States of America based financial institution. The Company maintains certain cash deposits with Schedule I financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk. The Company's tax recoverable is due from the Government of Canada; therefore, the credit risk exposure is low. The Company's maximum credit risk is equal to the carrying value of cash, restricted cash, loan receivable and other current assets at September 30, 2023 and December 31, 2022.

c) Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to interest rate cash flow risk. The Company does not hold any financial liabilities with variable interest rates. Financial assets and liabilities with fixed interest rates expose the Company to interest rate price risk. As at September 30, 2023, the promissory note bears interest of 5.5% per annum and is subject to interest rate price risk. The Company maintains bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

d) Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. As at September 30, 2023, the Company had working capital deficit of \$1,751,793 (see Note 1).

Contractual undiscounted cash flow requirements for financial liabilities as at September 30, 2023 are as follows:

	≤1 Year	>1 Year	Total
	\$	\$	\$
Accounts payable	1,563,585	-	1,563,585
Promissory note	1,211,463	-	1,211,463
	2,775,048	-	2,775,048

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 15 – SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	For the nine months ended September 30,	
	2023	2022
	\$	\$
Supplemental non-cash disclosures		
Forfeited share options	405,650	67,214
Forfeited warrants	949,972	-
Reclassification of derivative liability for warrants priced with USD per change in functional currency	351,969	-
Reclassification of derivative liability of warrants priced with CAD per change in functional currency	4,541,545	-
Common Shares issued for share issuance costs	618,004	-
Warrants issued for share issuance costs	117,310	-
Reallocation of fair value of share options upon exercise	676,632	206,382

NOTE 16 – SEGMENTED INFORMATION

The Company currently operates in a single reportable operating segment, being the researching and developing pharmaceutical treatments for neurological diseases. Geographic information is as follows:

	As at September 30, 2023		
	Canada	United States of America	Total
	\$	\$	\$
Non-current assets other than financial instruments	552,952	1,899	554,851

	As at December 31, 2022		
	Canada	United States of America	Total
	\$	\$	\$
Non-current assets other than financial instruments	614,977	3,233	618,210

NOTE 17 – SUBSEQUENT EVENTS

- a. Subsequent to the September 30, 2023, the Company issued 1,650,000 Common shares in relation to the exercise of 1,650,000 ACI Canada legacy performance options with an exercise price of \$0.01 for total proceeds of \$16,500.
- b. The Company closed the following additional tranches pursuant to the Q2 2023 PP:

On October 16, 2023, the Company completed the second closing of the Q2 2023 PP by issuing 1,596,830 units at a price of \$0.22 for total gross proceeds of \$351,303 (“Q2 2023 PP Tranche 2”). Each unit consists of one Common Share and one-half of a warrant with each whole warrant entitling the holder to purchase an additional Common Share of the Company at the initial pricing of \$0.31 per share until October 16, 2026. In connection with the closing of Q2 2023 PP Tranche 2, the Company paid cash commissions of \$51,600 and issued 78,181 agents warrants. Each agent warrant is exercisable into one Common Share of the Company at an exercise price of \$0.31 until October 16, 2026.

ALPHA COGNITION INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars - Unaudited)
September 30, 2023

NOTE 17 – SUBSEQUENT EVENTS (continued)

On November 8, 2023, the Company completed the third closing of the Q2 2023 PP by issuing 4,590,903 units at a price of \$0.22 for total gross proceeds of \$1,009,999 (“Q2 2023 PP Tranche 3”). Each unit consists of one Common Share and one-half of a warrant with each whole warrant entitling the holder to purchase an additional Common Share of the Company at the initial pricing of \$0.31 per share until November 8, 2026. In connection with the closing of Q2 2023 PP Tranche 3, the Company paid cash commissions of \$151,500 and issued 229,544 agents warrants. Each agent warrant is exercisable into one Common Share of the Company at an exercise price of \$0.31 until November 8, 2026. The Company also paid a consulting fee of US\$160,000 pursuant to the Spartan Consulting Agreement.