



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attachment.

Multiple horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ See Attachment.

Multiple horizontal lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attachment.

Multiple horizontal lines for providing details for question 19.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ Michael McFadden Date ▶ 12/20/2024

Print your name ▶ Michael McFadden Title ▶ CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Kendall R. Fisher		<u>12/16/2024</u>		P01980923
	Firm's name ▶ Dorsey & Whitney LLP			Firm's EIN ▶	41-0223337
	Firm's address ▶ Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, WA 98104			Phone no.	(206) 903-8793

Alpha Cognition Inc.

Attachment to Form 8937-Part II

Report of Organizational Actions Affecting Basis of Securities (The Consolidation)

**Consult your own tax advisor:** The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Consolidation (as defined below) on the tax basis of common shares of Alpha Cognition Inc. (“Alpha Cognition”), a corporation organized under the laws of the Province of British Columbia, Canada, in the hands of holders of common shares of Alpha Cognition stock (“Alpha Cognition Shares”) who are U.S. taxpayers and who participated in the Consolidation (as defined below) (“U.S. Shareholders”). This discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Alpha Cognition does not provide tax advice to its shareholders. You should consult your own tax advisors regarding the particular consequences of the Consolidation to you, including the applicability and effect of all U.S. federal, state and local tax laws as well as non-U.S. tax laws.

For additional information, please read the Press Release of Alpha Cognition dated as of October 31, 2024 (the “Release”), which is available at [www.sedarplus.ca](http://www.sedarplus.ca).

Part II Item 14. (Description of organizational action)

On November 5, 2024, Alpha Cognition effected a reverse stock split (share consolidation) whereby it consolidated every twenty-five (25) existing Alpha Cognition Shares into one (1) new Alpha Cognition Share (the “Consolidation”). No shareholder received a fractional Alpha Cognition Share pursuant to the Consolidation, as each fractional Alpha Cognition Share was either rounded up to the next nearest whole number of Alpha Cognition Shares if the fraction was at least half (0.5) of an Alpha Cognition Share or rounded down to the nearest whole number of Alpha Cognition Shares if the fraction was less than half (0.5) of an Alpha Cognition Share. No cash was received by any shareholder in lieu of a fractional Alpha Cognition Share pursuant to the Consolidation.

U.S. Shareholders should review the Release and consult with their own tax advisors regarding the tax consequences of the Consolidation to them in light of their own particular circumstances.

Part II Item 15. (Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer)

Alpha Cognition intends that the deemed exchange by U.S. Shareholders of their existing Alpha Cognition Shares for new Alpha Cognition Shares pursuant to the Consolidation be treated for U.S. federal income tax purposes as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), but Alpha Cognition provides no assurances in this regard. Provided the Consolidation qualifies as a tax-deferred exchange under Code Section 1036 and/or Code Section 368(a)(1)(E), a U.S. Shareholder should have the same

tax basis and holding period in such shareholder's post-Consolidation Alpha Cognition Shares as such shareholder had in its pre-Consolidation Alpha Cognition Shares exchanged therefor pursuant to the Consolidation, as adjusted for any whole Alpha Cognition Share received in lieu of a fractional Alpha Cognition Share or any fractional Alpha Cognition Share that was rounded down to the nearest whole Alpha Cognition Share, as applicable. However, U.S. Shareholders will be required to allocate the aggregate tax basis of each block of their Alpha Cognition Shares held immediately prior to the Consolidation among the Alpha Cognition Shares held immediately after the Consolidation, as adjusted for any whole Alpha Cognition Share received in lieu of a fractional Alpha Cognition Share or any fractional Alpha Cognition Share that was rounded down to the nearest whole Alpha Cognition Share, as applicable, such that the per-share tax basis in each post-Consolidation Alpha Cognition Share is equal to 2500% of the tax basis in a pre-Consolidation Alpha Cognition Share, as adjusted for any whole Alpha Cognition Share received in lieu of a fractional Alpha Cognition Share or any fractional Alpha Cognition Share that was rounded down to the nearest whole Alpha Cognition Share, as applicable.

Notwithstanding the foregoing, the U.S. federal income tax consequences of the receipt of an additional fraction of an Alpha Cognition Share are not clear. A U.S. Shareholder who receives one whole Alpha Cognition Share in lieu of a fractional Alpha Cognition Share may nevertheless recognize income or gain in an amount not to exceed the excess of the fair market value of such Alpha Cognition Share over the fair market value of the fractional Alpha Cognition Share to which such U.S. Shareholder was otherwise entitled.

Further, the U.S. federal income tax consequences are also not clear with respect to a fractional Alpha Cognition Share that has been rounded down to the nearest whole Alpha Cognition Share. Each U.S. Shareholder that would have received a fractional Alpha Cognition Share had such fractional Alpha Cognition Share not otherwise been rounded down to the nearest whole Alpha Cognition Share pursuant to the Consolidation should consult its own tax advisors regarding whether to allocate such U.S. Shareholder's aggregate tax basis in its Alpha Cognition Shares immediately prior to the Consolidation entirely to its Alpha Cognition Shares immediately after the Consolidation or, alternatively, whether such U.S. Shareholder should allocate a portion of such aggregate tax basis to the fractional Alpha Cognition Share which it would have received had its Alpha Cognition Shares not been rounded down to the nearest whole Alpha Cognition Share pursuant to the Consolidation and recognize a loss on such fractional Alpha Cognition Share equal to the tax basis so allocated.

If a U.S. Shareholder held different blocks of Alpha Cognition Shares (i.e., Alpha Cognition Shares acquired at different times or different prices) at the time of the Consolidation, such holder should consult its own tax advisor with respect to the determination of the tax bases of particular Alpha Cognition Shares held following the Consolidation.

If Alpha Cognition was a passive foreign investment Company ("**PFIC**"), as defined under Code Section 1297, for any tax year during which a U.S. Shareholder held its Alpha Cognition Shares, certain special PFIC rules may apply to the Consolidation subject to certain proposed Treasury Regulations that, if finalized in their current form, would apply to transactions on or after April 1, 1992 and that have not been adopted in final form (or withdrawn). U.S. Shareholders should

review the Release and consult with their own tax advisors regarding the potential application of the PFIC rules including the potential application of the proposed PFIC Treasury Regulations.

Part II Item 16. (Description of the calculation of the change in basis)

Provided the Consolidation qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), and subject to the discussion above regarding fractional Alpha Cognition Shares, while the per-share tax basis is impacted, the tax basis of each shareholder's total investment remains the same. The post-Consolidation per-share tax basis should be equal to the pre-Consolidation aggregate tax basis in each twenty-five (25) Alpha Cognition Shares held, as adjusted for any whole Alpha Cognition Share received in lieu of a fractional Alpha Cognition Share or any fractional Alpha Cognition Share that was rounded down to the nearest whole Alpha Cognition Share, as applicable. This results in an increased per-share tax basis for the fewer number of Alpha Cognition Shares held, as adjusted for any whole Alpha Cognition Share received in lieu of a fractional Alpha Cognition Share or any fractional Alpha Cognition Share that was rounded down to the nearest whole Alpha Cognition Share, as applicable.

Part II Item 17. (List of applicable Code sections)

Provided the Consolidation qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), the U.S. federal income tax consequences for U.S. Shareholders should be determined under Code Sections 305(a), 307(a), 354, 358, 368(a)(1)(E), 1036 and 1223.

In addition, if Alpha Cognition was a PFIC at any time during the period that a U.S. Shareholder held Alpha Cognition Shares, then Code Sections 1291–1297 would be applicable to such U.S. Shareholder for purposes of the Consolidation.

Part II Item 18. (Recognition of loss)

Provided the Consolidation qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), and subject to the discussion above regarding fractional Alpha Cognition Shares, U.S. Shareholders should generally not recognize any loss pursuant to the Consolidation.

Part II Item 19. (Other information)

The Consolidation was effective on November 5, 2024. For a U.S. Shareholder which participated in the Consolidation whose taxable year is a calendar year, the reportable tax year is 2024.