

QUALIFICATION CERTIFICATE

VIA SEDAR

TO: British Columbia Securities Commission, as principal regulator
Alberta Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission

Attention: Corporate Finance

Dear Sirs/Mesdames,

RE: NervGen Pharma Corp. (the “**Company**”)
Preliminary Short Form Base Shelf Prospectus (the “**Preliminary Prospectus**”)

This certificate is delivered by the Company pursuant to National Instrument 44-101 - *Short Form Prospectus Distributions* (“**NI 44-101**”) and National Instrument 44-102 - *Shelf Distributions* in connection with the filing of the Preliminary Prospectus for a distribution of its securities. The Company is relying on Section 2.2 of NI 44-101 to qualify to file a short form prospectus. Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in NI 44-101.

The Company hereby certifies that:

- (a) the Company is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval* (SEDAR);
- (b) the Company is a reporting issuer in at least one jurisdiction of Canada;
- (c) the Company has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:
 - (i) under applicable securities legislation;
 - (ii) pursuant to an order issued by the securities regulatory authority; or
 - (iii) pursuant to an undertaking to the securities regulatory authority;
- (d) the Company has, in at least one jurisdiction in which it is a reporting issuer:
 - (i) current annual financial statements; and
 - (ii) a current annual information form;
- (e) the Company’s equity securities are listed and posted for trading on a short form eligible exchange and the Company is not an issuer,
 - (i) whose operations have ceased, or
 - (ii) whose principal asset is cash, cash equivalents, or its exchange listing; and
- (f) all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Prospectus.

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IN WITNESS WHEREOF the undersigned has signed this certificate as of May 16, 2022.

NervGen Pharma Corp.

/s/ William Adams

By: _____
Name: William Adams
Title: Chief Financial Officer