

## QUALIFICATION CERTIFICATE

VIA SEDAR

**TO:** 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 the Basic Qualification Criteria set out in Section 2.2 and the Exemptions for Reporting Issuers that Previously Filed a Prospectus set out in Section 2.7(1.1) 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;
- (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;
- (f) all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Prospectus;
- (g) the Company has filed and obtained a receipt dated February 19, 2019 for a final long form prospectus (the “**Receipt**”) that included the Company’s comparative annual financial statements for its most recently completed financial year, together with its auditor’s report accompanying those financial statements; and
- (h) the Company has not, since it filed and obtained the Receipt, been required under any applicable continuous disclosure rule to file an annual information form to qualify to file a short form prospectus.

IN WITNESS WHEREOF the undersigned has signed this certificate as of the 23<sup>rd</sup> day of December, 2019.

**NervGen Pharma Corp.**

By: (signed) "Robert Pilz"

Name: Robert Pilz

Title: Chief Financial Officer