

NERVGEN PHARMA CORP.
1703-595 Burrard Street, Vancouver, BC V7X 1J1

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “Meeting”) of shareholders of NervGen Pharma Corp. (the “Corporation”) will be held at #303 - 595 Howe Street, Vancouver, British Columbia V6C 2T5, on Wednesday, September 30, 2020, at 2:00 p.m. (Pacific time), for the following purposes:

1. to receive the consolidated financial statements of the Corporation for its fiscal year ended December 31, 2019, the report of the auditor thereon and related management’s discussion and analysis;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to consider, and if deemed advisable, to pass, with or without variation, a resolution approving the Amended Stock Option Plan of the Corporation;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting is set forth in the Management Proxy Circular which accompanies this Notice of Meeting.

If you are unable to attend the meeting in person, you may also listen in by way of dial-in, which will commence at 2:00 p.m. (PT) on September 30, 2020, using one of the following numbers: in Canada 1.778.907.2071 or 1.647.558.0588, in the U.S. 1.929.436.2866 or 1.669.900.6833, ID 894 6842 9379, or you may also access and listen to the meeting by way of computer or equivalent electronic device by using the following link: <https://us02web.zoom.us/j/89468429379>; however, you will not be able to vote or otherwise participate in the meeting via the dial-in.

Impact of COVID-19: the Corporation is carefully monitoring the public health impact of the coronavirus (COVID-19) pandemic on a daily basis, and may decide to modify the date, time or location of the Meeting or may change the meeting format to a hybrid physical and virtual meeting. While we understand that a change in the date, time or location of the meeting could disrupt the travel plans of those who plan to attend the Meeting, and that a change to a hybrid physical and virtual meeting format may disappoint those who wish to participate in person, our first priority is the health and safety of our communities, shareholders, employees and other stakeholders. In the event we decide to modify the date, time, location or format of the Meeting, shareholders will be notified and provided with additional details in a press release, on our website at www.nervgen.com and pursuant to filings we make with the Canadian securities regulatory authorities. In light of the evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy prior to the Meeting. As always, we encourage you to vote your shares prior to the Meeting.

DATED at Vancouver, British Columbia this 26th day of August, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“William Radvak”

William Radvak
Executive Chairman

NOTES:

1. A Management Proxy Circular and Proxy accompany this Notice of Meeting. Registered shareholders who are unable to be present at the Meeting are kindly requested to specify on the accompanying form of proxy the manner in which the shares represented thereby are to be voted, and to sign, date, and return same in accordance with the instructions set out in the Proxy and the Management Proxy Circular.
2. As provided in the *Business Corporations Act* (British Columbia), the directors have fixed a record date of August 26, 2020. Accordingly, persons who are registered as shareholders on the books of the Corporation at the close of business on August 26, 2020 are entitled to notice of the Meeting.
3. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.