



November 8, 2021

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission

Dear Sirs/Mesdames:

**Re: NervGen Pharma Corp. (the “Company”)
Prospectus Supplement dated November 8, 2021 (the “Prospectus Supplement”)**

We refer to the Prospectus Supplement to the short form base shelf prospectus of the Company dated January 2, 2020 relating to an offering of units of the Company (the “Units”) with each Unit consisting of one common share in the capital of the Company and one-half of one common share purchase warrant, exercisable for a period of 24 months.

We consent to the reference to our name on the cover page of the Prospectus Supplement and under the headings “Legal Matters” and “Interest of Experts”, and to the inclusion and use of our opinion under the heading “Eligibility for Investment”.

We confirm that we have read the Prospectus Supplement and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from our legal opinions referred to above or that are within our knowledge as a result of the services that we performed in connection with such opinion.

Yours truly,

“McMillan LLP”