

**NERVGEN PHARMA CORP.**  
**2955 Virtual Way, Suite 480, Vancouver, BC V5M 4X6**

**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 595 Burrard Street, Suite 2600, Vancouver, British Columbia V7X 1L3, on Wednesday, September 28, 2022, at 1:00 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, 2021, the report of the auditor thereon and related management’s discussion and analysis, and the unaudited interim financial statements for the three and six months ended June 30, 2022 and related management’s discussion and analysis;
2. to set the number of directors for the ensuing year at nine (9);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving the Amended and Restated Option Plan of the Corporation;
6. 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.

**Impact of COVID-19:** the Corporation is carefully monitoring the public health impact of the coronavirus (COVID-19) pandemic, 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](http://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 24<sup>th</sup> day of August, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“William Radvak”*

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William Radvak  
Executive Chairman

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**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 17, 2022. Accordingly, persons who are registered as shareholders on the books of the Corporation at the close of business on August 17, 2022, 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.