



200 Bay Street, South Tower  
Suite 2800  
Toronto, ON  
647 499 2828  
mintz.com

December 19, 2024

**VIA SEDAR+**

Ontario Securities Commission, as principal regulator  
British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Autorité des marchés financiers  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
The Office of the Superintendent of Securities (Prince Edward Island)  
Office of the Superintendent of Securities, Service Newfoundland & Labrador  
Office of the Superintendent of Securities (Northwest Territories)  
Superintendent of Securities, Legal Registries Division, Department of Justice (Nunavut)  
Office of the Yukon Superintendent of Securities

Dear Sirs/Mesdames:

**Re: NervGen Pharma Corp. - Prospectus Supplement dated December 19, 2024 to the Short Form Base Shelf Prospectus dated November 25, 2024 (the "Prospectus Supplement")**

We hereby consent to the reference to our name under the heading "Legal Matters and Interest of Experts" and the use of our opinion under the heading "Eligibility for Investment" in the Prospectus Supplement relating to the offering of common shares of NervGen Pharma Corp.

We have read the Prospectus Supplement and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus Supplement that are within our knowledge as a result of services we performed in connection with the Prospectus Supplement.

Yours truly,

*(signed) "Mintz LLP"*