

**APPENDIX C TO NATIONAL INSTRUMENT 41-101 - GENERAL PROSPECTUS
REQUIREMENTS**

**NON-ISSUER FORM OF SUBMISSION TO JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the “Issuer”):
NervGen Pharma Corp.
2. Jurisdiction of incorporation, or equivalent, of Issuer:
British Columbia
3. Address of principal place of business of Issuer:
112-970 Burrard Street, Unit 1290, Vancouver, BC V6Z 2R4 Canada
4. Description of securities (the “Securities”):
Common Shares, Debt Securities, Subscription Receipts, Warrants, and Units
5. Date of MJDS prospectus (the “Prospectus”) under which the Securities are offered:
Final Short Form Base Shelf Prospectus dated November 25, 2024
6. Name of person filing this form (the “Filing Person”):
Michael Kelly
7. Filing Person’s relationship to Issuer:
Director, President & Chief Executive Officer
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
United States
9. Address of principal place of business of Filing Person:
112-970 Burrard Street, Unit 1290, Vancouver, BC V6Z 2R4 Canada
10. Name of agent for service of process (the “Agent”):
NervGen Pharma Corp.
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
112-970 Burrard Street, Unit 1290, Vancouver, BC V6Z 2R4 Canada
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and

(b) any administrative proceeding in any such province,
in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.

14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of British Columbia.

Dated: November 25, 2024

(signed) "Michael Kelly"
Signature of Filing Person

Michael Kelly
Print name of person signing

AGENT

The undersigned accepts the appointment as agent for service of process of Michael Kelly under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 25, 2024

NERVGEN PHARMA CORP.

Per: (Signed) "William J. Adams"
Signature of Agent

Name: William J. Adams

Title: Chief Financial Officer

Agent: NervGen Pharma Corp.