

**NERVGEN PHARMA CORP.**

**QUALIFICATION CERTIFICATE**

**TO:** British Columbia Securities Commission, as Principal Regulator

Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Ontario Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Prince Edward Island Securities Office  
Securities Commission of Newfoundland and Labrador  
Office of the Superintendent of Securities (Northwest Territories)  
Office of the Yukon Superintendent of Securities  
Superintendent of Securities (Nunavut)  
Autorité des Marchés Financiers

**RE: NervGen Pharma Corp. (the "Issuer") — Preliminary Short Form Base Shelf Prospectus dated November 4, 2024 (the "Base Shelf Prospectus")**

This certificate is delivered by the Issuer pursuant to National Instrument 44-101 — *Short Form Prospectus Distributions* ("**NI 44-101**") and National Instrument 44-102 — *Shelf Distributions* in connection with the filing of the Base Shelf Prospectus for a distribution of its securities. The Issuer is relying on Section 2.2 of NI 44-101 to qualify to file the Base Shelf Prospectus. Terms used herein and not otherwise defined have the meanings ascribed thereto in NI 44-101.

The undersigned, William Adams, in his capacity of Chief Financial Officer of the Issuer and not in his personal capacity, hereby certifies for and on behalf of the Issuer that:

- (a) the Issuer is an electronic filer under National Instrument 13-101 - *System for Electronic Document Analysis and Retrieval (SEDAR+)*;
- (b) the Issuer is a reporting issuer in at least one jurisdiction of Canada;
- (c) the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:
  - (i) under applicable securities legislation;
  - (ii) pursuant to an order issued by the securities regulatory authority; or
  - (iii) pursuant to an undertaking to the securities regulatory authority;
- (d) the Issuer has, in at least one jurisdiction in which it is a reporting issuer:
  - (i) current annual financial statements; and
  - (ii) a current annual information form;
- (e) the Issuer's equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer:
  - (i) whose operations have ceased; or
  - (ii) whose principal asset is cash, cash equivalents, or its exchange listing; and

- (f) all of the material incorporated by reference in the Base Shelf Prospectus and not previously filed is being filed with the Base Shelf Prospectus.

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**DATED** November 4, 2024.

**NERVGEN PHARMA CORP.**

By: (signed) "William Adams"

Name: William Adams

Title: Chief Financial Officer