



NERVGEN PHARMA CORP. ANNOUNCES OVERNIGHT MARKETED EQUITY OFFERING

Vancouver, Canada. May 4, 2021 — **NervGen Pharma Corp. (TSX-V: NGEN; OTCQX: NGENF)** (“**NervGen**” the “**Company**”), a biotech company dedicated to creating innovative solutions for the treatment of nerve damage and neurodegenerative diseases, announced that it has launched an overnight, “best efforts” marketed public offering (the “**Offering**”) of units (the “**Units**”), each Unit being comprised of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). The number of Units to be distributed under the Offering, the price of each Unit and the exercise price of each Warrant will be determined in the context of the market.

The Offering is expected to be completed pursuant to an agency agreement to be entered into between the Company and a syndicate of agents (collectively, the “**Agents**”).

The Offering is expected to be conducted in each of the provinces of British Columbia, Alberta, Ontario and Nova Scotia by way of prospectus supplement (the “**Prospectus Supplement**”) to the Company’s short form base shelf prospectus dated January 2, 2020. A preliminary prospectus supplement has been filed and is available on SEDAR at www.sedar.com. The Company intends to file a final prospectus supplement to its base shelf prospectus prior to closing of the Offering. Additionally, the Offering is expected to be conducted by way of private placement in the United States pursuant to certain exemptions from the United States Securities Act of 1933, as amended (the “**1933 Act**”) and applicable state securities laws as well as other jurisdictions where the Offering can lawfully be made.

The Company expects to close the Offering in the week of May 12, 2021, or such other date as may be mutually agreed to by the Company and the Agents, subject to satisfaction of customary closing conditions, including, but not limited to, the receipt of all necessary stock exchange approvals, such as the conditional approval of the TSX Venture Exchange (“**TSXV**”).

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in any jurisdiction. The securities have not been and will not be registered under the 1933 Act or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) or persons in the United States unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About NervGen

NervGen is restoring life's potential by creating innovative solutions for the treatment of nerve damage and neurodegenerative diseases. The Company is developing drugs for the treatment of multiple sclerosis, spinal cord injury, and Alzheimer’s disease. NervGen’s platform technology targets protein tyrosine phosphatase sigma (“**PTP σ** ”), a neural receptor that impedes nerve repair. Inhibition of the PTP σ receptor

Suite 1703, 595 Burrard Street, Vancouver, BC V7X 1J1, Canada

www.nervgen.com

has been shown to promote regeneration and remyelination of damaged nerves, as well as improvement of nerve function in animal models for various medical conditions.

For further information, please contact:

*Bill Adams, Chief Financial Officer
badams@nervgen.com*

*Huitt Tracey, Corporate Communications
htracey@nervgen.com
c: 604.362.6209*

Follow NervGen on Twitter (@NervgenP) and LinkedIn (NervGen Pharma Corp.) for the latest news on the Company.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Statements

This news release may contain “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities legislation. Such forward-looking statements and information herein include, but are not limited to, the Company’s current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements, or any other future events or developments constitute forward-looking statements, and the words “may”, “will”, “would”, “should”, “could”, “expect”, “plan”, “intend”, “trend”, “indication”, “anticipate”, “believe”, “estimate”, “predict”, “likely” or “potential”, or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. Forward-looking statements include, without limitation, statements relating to: our development programs, including the development of NVG-291; our research for the treatment of spinal cord injury, multiple sclerosis, Alzheimer’s disease and other neurodegenerative applications; the Offering, the securities, and their terms; the Agents; the timing of the Offering; the filing of the Prospectus Supplement; the use of proceeds of the Offering; the closing of the Offering, including the satisfaction and timing of the receipt of all required regulatory approvals, including the approval of the TSXV, and other conditions to closing of the Offering; the jurisdictions in which the securities will be offered.

Forward-looking statements are based on estimates and assumptions made by the Company in light of management’s experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances. In making forward-looking statements, the Company has relied on various assumptions, including, but not limited to: the Company’s ability to manage the effects of the COVID-19 pandemic; the accuracy of the Company’s financial projections; the Company obtaining positive results in its clinical and other trials; the Company obtaining necessary regulatory approvals; and general business, market and economic conditions.

Many factors could cause our actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking

Suite 1703, 595 Burrard Street, Vancouver, BC V7X 1J1, Canada

www.nervgen.com

statements, including without limitation, a lack of revenue, insufficient funding, the impact of the COVID-19 pandemic, reliance upon key personnel, the uncertainty of the clinical development process, competition, and other factors set forth in the "Risk Factors" section of the Company's Annual Information Form, financial statements and Management Discussion and Analysis which can be found on SEDAR.com. All clinical development plans are subject to additional funding.

Readers should not place undue reliance on forward-looking statements made in this news release. Furthermore, unless otherwise stated, the forward-looking statements contained in this news release are made as of the date of this news release, and we have no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. The forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Suite 1703, 595 Burrard Street, Vancouver, BC V7X 1J1, Canada

www.nervgen.com

4842-3430-5768\