

NervGen Pharma Corp.

Nominating and Corporate Governance Committee Charter

As Approved by the Board

February 23, 2022

1. Purpose

The Nominating and Corporate Governance Committee (the “**Governance Committee**”) assists the Board of Directors (the “**Board**”) of NervGen Pharma Corp. (“**NervGen**” or the “**Company**”) in fulfilling its oversight responsibilities in relation to the following:

- (a) Identifying individuals qualified to become board members, consistent with criteria approved by the Board;
- (b) Making recommendations on changes to the Board and Board committees regarding size and structure;
- (c) Recommending the Board select the nominees for election as Directors at each Annual General Meeting;
- (d) Maintaining and updating as appropriate a Board charter for approval by the full Board;
- (e) Developing and recommending to the Board corporate governance guidelines and periodically review those guidelines and recommend and changes; and
- (f) Oversee an annual evaluation of the Board, the Chief Executive Officer (the “**CEO**”), the Company’s officers and Board committees.

2. Members

- (a) The members of the Governance Committee shall be appointed annually by the Board and consist of no fewer than three members, each of whom shall be independent under applicable laws, regulations, rules and guidelines. The Board may remove members of the Governance Committee at any time, with or without cause.
- (b) Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Governance Committee. Vacancies, for whatever reason, may be filled only by the Board.
- (c) The chairperson (the “**Chair**”) shall be designated by the Board; provided, that if the Board does not so designate a Chair, the Governance Committee shall choose one of its members to be its Chair by majority vote.

3. Duties

The Governance Committee's responsibilities shall be to:

- (a) Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval;
- (b) Perform an annual performance evaluation of the Board and its committees, including individual Directors, and report to the Board on the results of such evaluation;
- (c) Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and report the results of that evaluation to the Compensation Committee and Board;
- (d) Oversee an annual evaluation of all "officers" of the Company other than the CEO, and at the discretion of the Governance Committee, other members of the senior management team and report the results of that evaluation to the Compensation Committee and Board;
- (e) Review and monitor the Company's corporate governance guidelines and Code of Conduct and Business Ethics and recommend any changes to the Board for approval;
- (f) Review and monitor the Company's compliance with applicable human rights laws;
- (g) Develop and maintain a succession plan for the Board; Chief Executive Officer and other key officers that is responsive to the Company's needs and the interests of its shareholders;
- (h) Recommend to the Board for its approval criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications, qualities and skills that the Governance Committee believes must be met and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval;
- (i) Recommend to the Board those directors it considers qualified for appointment to each Board committee. Where a vacancy occurs at any time in the membership of any Board committee, the Governance Committee will recommend to the Board a director to fill such vacancy;
- (j) Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders. This includes reviewing all shareholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements;
- (k) Review and evaluate the qualifications of all proposed director candidates, and conduct inquiries it deems appropriate. In identifying and evaluating proposed director candidates, the Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board;
- (l) Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual general meeting of shareholders provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Governance Committee; and

- (m) Ensure that procedures are in place and resources are made available to provide new directors with a proper orientation to both the Company and their responsibilities and duties as directors and to provide other directors with appropriate continuing education opportunities.

4. Reporting

The Governance Committee will report to the Board on all significant matters it has addressed.

5. Authority

The Governance Committee will have the authority to:

- (a) request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet the Governance Committee or its members or advisers;
- (b) engage legal, accounting and other advisers on whatever terms it approves to assist it in performing its responsibilities; and
- (c) retain and terminate a search firm or firms on whatever terms it approves to assist it in identifying Director candidates.

6. Meetings

The Governance Committee generally is to meet at least two times per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Governance Committee. A majority of the members of the Governance Committee shall constitute a quorum for purposes of holding a meeting and the Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Governance Committee may act by unanimous written consent. The chairperson of the Governance Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter. A person designated by the Chair of the Governance Committee at each meeting will keep minutes of the proceedings of the Governance Committee and the Chair will cause the Secretary to circulate copies of the minutes to each member on a timely basis.