

NervGen Pharma Corp.

Science Committee Charter

As approved by the Board

February 23, 2022

1. Purpose

The purpose of the Science Committee (the “**Committee**”) of NervGen Pharma Corp. (the “**Company**”) is to assist the Board of Directors (the “**Board**”) in ensuring that the research and development (“**R&D**”) organization is optimized to support the strategic goals of the Company and to provide recommendations to the Board on key strategic and tactical issues relating to the Company’s R&D activities. To accomplish this purpose, the Committee reviews and monitors the science, processes and procedures, and infrastructure underlying the Company’s major discovery and development programs.

The Committee serves a board-level oversight role in which it provides advice, counsel and direction to management based on the information it receives, discussions with management and the experience of the Committee members.

2. Composition

- (a) The members of the Science Committee shall be appointed annually by the Board and consist of no fewer than three members, at least a majority of whom shall be independent under applicable laws, regulations, rules and guidelines. The Committee shall also include as ex-officio members (i) a member of the Company’s R&D organization, who shall serve as Secretary and will be responsible for the meeting agenda and meeting minutes and (ii) the Chief Executive Officer of the Company. The Board may remove members of the Compensation 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 Science 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 Science Committee shall choose one of its members to be its Chair by majority vote.

3. Responsibilities and Authority

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the responsibility to:

- Review the science and clinical and regulatory strategy underlying the major R&D programs.
- Review the annual R&D budgets and allocation of resources to discovery and development programs.
- Approve any R&D expenditure above \$2.5 MM.
- Review the capability and skill set of the R&D organization.
- Review the key scientific, clinical and medical aspects of significant proposed business development activities, including mergers, acquisitions, licensing and collaborative agreements.
- Review the attainment of key R&D milestones.
- Review medical affairs policies and practices of the Company.

The Committee shall also have the authority to retain, as necessary, the services of one or more advisors, consultants or attorneys, which may be the Company's in-house or outside counsel, to assist the Committee in discharging its responsibilities under this Charter.

4. Reporting

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

5. Meetings

The 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 Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The chairperson of the Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter. The Secretary will keep minutes of the proceedings of the Committee and the chairperson will cause the Secretary to circulate copies of the minutes to each member on a timely basis.