

# WHISTLEBLOWER POLICY

October 24, 2022

NervGen Pharma Corp. (“**NervGen**” or the “**Company**”) is committed to high standards of legal and ethical business conduct. The Company’s Code of Business Conduct and Ethics (the “**Code**”) requires directors, officers and employees (hereinafter collectively referred to as “**Employees**”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

## 1. RESPONSIBILITY TO REPORT

It is the responsibility of all Employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

## 2. NO RETALIATION

It is against Company policy and, in some countries, it is a crime for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement or regulatory official concerning such person’s reasonable good faith belief that a possible violation of any federal, provincial, state or foreign law has occurred. Moreover, the Company will not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by the employee to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations or any Company policies; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to a violation of any law, rule or regulation.

The prohibited forms of intimidation or retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to an employee’s terms or conditions of employment based on lawful actions of such employee with respect to a good faith report or cooperation or assistance with an investigation conducted by the Company.

All employees are strongly urged to report all incidents of retaliation, regardless of the offender’s identity or position, so that an effective remedial action can be taken when appropriate. Complaints may be made in writing or orally. Employees may report the matter to their direct supervisor or the Chair of the Audit Committee. If the problem involves an employee’s supervisor or if there are other reasons for not approaching or for going beyond the supervisor, the complaint should be brought to the Chair of the Audit Committee or contact Whistleblower Security in the manner described below.

Any reported allegations of retaliation will be investigated promptly. The investigation may include individual interviews with the parties involved and, when necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge.

### 3. ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### 4. REPORTING VIOLATIONS

In most cases, an Employee's supervisor/manager is in the best position to address an area of concern. However, if an Employee is not comfortable speaking with their supervisor/manager or the supervisor/manager is directly or indirectly involved in the matters of concern, the Employee may bring their concerns to the attention of an independent whistleblower hotline (Whistleblower Security) as detailed below.

Whistleblower Security will, on a confidential basis, provide the information to the Chair of the Audit Committee for further action as deemed appropriate. Should the suspected violation involve the Chair of the Audit Committee directly, Whistleblower Security will provide the information directly to the Chairman of the Board.

To report a concern or issue, contact Whistleblower Security as follows:

- Dial toll-free 1-866-921-6714 24 hours a day, 7 days a week; OR
- Email to: [NervGen@integritycounts.ca](mailto:NervGen@integritycounts.ca)

Upon learning of probable or actual misconduct, supervisors/managers must notify the Chair of the Audit Committee and, in consultation with the appropriate professional or members of the Audit Committee, as applicable, take appropriate steps to stop any misconduct and prevent its recurrence. Supervisors who fail to take appropriate action may be held responsible.

The Chair of the Company's Audit Committee is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the Chief Executive Officer, the Chief Financial Officer, and the Audit Committee. The Chair of the Audit Committee has access to the Audit Committee of the Board of Directors and will report to the Committee on compliance activity.

### 5. ACCOUNTING AND AUDITING MATTERS

The Audit Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Chair of the Audit Committee shall immediately notify the Audit Committee of any such complaint and work with the Committee and the Board of Directors for the Company until the matter is resolved.

### 6. CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate and effective investigation.

7. HANDLING OF REPORTED VIOLATIONS

The Chair of the Audit Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

8. POLICY ADMINISTRATION

The Audit Committee is responsible for reviewing this policy and confirming that the procedures contained in this policy are in place. They may request reports from Company executives about the implementation of this policy and take any other steps in connection with that implementation as it deems necessary. The Audit Committee has the authority to amend, at its discretion, this policy and procedures associated with this policy related to the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Audit Committee will review this policy on an annual basis and implement any changes as necessary.