



NERVGEN ANNOUNCES \$20 MILLION BOUGHT DEAL OFFERING

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Vancouver, British Columbia March 21, 2024 – NervGen Pharma Corp. (“**NervGen**” or the “**Company**”) (TSXV: NGEN) is pleased to announce that it has entered into an agreement with a syndicate of underwriters led by Stifel Canada, Canaccord Genuity and PI Financial (collectively, the “**Underwriters**”), who have agreed to purchase, on a “bought deal” basis 8,515,000 units (the “**Units**”) of the Company at a price of \$2.35 per Unit, for aggregate gross proceeds of \$20,010,250 (the “**Offering**”).

Each Unit will consist of one common share of the Company (a “**Common Share**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$3.00 at any time up to 36 months following the Closing Date (as defined below).

The Underwriters will also have the option, exercisable in whole or in part at any time on or up to 30 days after the closing of the Offering, to purchase up to an additional 15% of the Units offered in the Offering to cover over-allotments, if any, and for market stabilization purposes (the “**Over-Allotment Option**”). The Over-Allotment Option shall be exercisable for any number of Additional Units, Common Shares, Warrants, or any combination thereof as determined by the Underwriters. In the event that the Over-Allotment Option is exercised in its entirety for additional Units, the aggregate gross proceeds of the Offering will be approximately \$23 million.

The net proceeds of the Offering will be used for future growth initiatives, working capital and general corporate purposes.

The Offering is scheduled to close on or about March 28, 2024 (the “**Closing Date**”) and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange and the securities regulatory authorities.

The Units will be offered by way of a shelf prospectus supplement to be filed in each of the provinces of British Columbia, Alberta, Ontario and Nova Scotia pursuant to National Instrument 44-102 – *Shelf Distributions* and in the United States on a private placement basis pursuant to applicable exemptions from the registration requirements of the United States *Securities Act of 1933*, as amended.

Certain insiders of the Company, led by an entity associated with PFP Biosciences, the largest inside shareholder who invested US\$15 million in 2022, as well as a majority of the Company’s executives and board members are expected to participate in the Offering. Accordingly, the Offering constitutes a “related party transaction” under MI 61-101 – Protection of Minority Security Holders in Special Transactions, which is adopted in TSX-V Policy 5.9 (“**MI 61-101**”). The Offering is exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 in reliance on exemptions set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of any securities to be distributed in the Offering nor the consideration to be received for those securities will exceed 25.0% of the Company's market capitalization.

This press release is not an offer or a solicitation of an offer of securities for sale in the United States. The Units, Common Shares and Warrants have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration.

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

About NervGen

NervGen (TSXV: NGEN) (OTCQX: NGENF) is a clinical stage biotech company dedicated to developing innovative treatments that enable the nervous system to repair itself following damage, whether due to injury or disease. NervGen's lead drug candidate, NVG-291, is being evaluated in a Phase 1b/2a clinical trial. The Company's initial target indication is spinal cord injury. For more information, go to www.nervgen.com and follow NervGen on Twitter, LinkedIn, and Facebook for the latest news on the Company.

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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 and other neurodegenerative applications; the Offering, the securities, and their terms; the Underwriters; 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 participation of insiders, including an entity associated with PFP Biosciences, in the Offering; and 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 COVID-19; 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 statements, including without limitation, a lack of revenue, insufficient funding, the impact of COVID-19, 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, Prospectus Supplement, financial statements and Management Discussion and Analysis which can be found on SEDARplus.ca. 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.

SOURCE: NervGen Pharma Corp.