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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Sclar Jeremy M.</u> _____ (Last) (First) (Middle) <u>33 BOYLSTON STREET, SUITE 3000</u> _____ (Street) <u>CHESTNUT MA 02467</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ProMIS Neurosciences Inc. [PMN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series 1 Preferred Shares, no par value ⁽¹⁾	(2)	12/04/2023		S			150,000	(2)	(2)	Common Stock	150,000	(3)	0	I	By: Crocker Mountain LLC ⁽⁴⁾
Series 2 Preferred Shares, no par value ⁽⁵⁾	(6)	12/04/2023		P		150,000		(6)	(6)	Common Stock	150,000	(3)	150,000	I	By: Crocker Mountain ⁽⁴⁾
Series 1 Preferred Shares, no par value ⁽¹⁾	(2)	12/04/2023		S		150,000		(2)	(2)	Common Stock	150,000	(3)	0	I	By: Jeremy M. Sclar 2012 Irrevocable Family Trust ⁽⁷⁾
Series 2 Preferred Shares, no par value ⁽⁵⁾	(6)	12/04/2023		P		150,000		(6)	(6)	Common Stock	150,000	(3)	150,000	I	By: JS Trust ⁽⁷⁾
Warrants to Purchase Common Shares, no par value	(8)	10/11/2022		P		26,217		(8)	(8)	Common Stock	26,217	(8)	26,217	I	By: JS Trust ⁽⁷⁾

Explanation of Responses:

- The Series 1 Preferred Shares were nonvoting and noninterest bearing and were convertible at a 60:1 ratio into Common Shares at the option of the holder. The Series 1 Preferred Shares would involuntarily convert into Common Shares upon cumulative qualified equity financing in excess of \$30 million.
- 150,000 Common Shares underlying 9,000,000 Series 1 Preferred Shares, each initially convertible into 1 Common Share in accordance with the terms of the Series 1 Preferred Shares, and, as a result of a 60:1 stock split (the "Stock Split") of the issuer that occurred in June 2022, became convertible into an aggregate of 150,000 Common Shares.
- On December 4, 2023, the issuer entered into a Share Exchange Agreement with the holders of the issuer's Series 1 Preferred Shares, pursuant to which the Series 1 Preferred Shares were exchanged for a new class of Series 2 convertible preferred shares (the "Series 2 Preferred Shares"), effected on a 60:1 basis to reflect the Stock Split, such that the 9,000,000 Series 1 Preferred Shares held were exchanged for 150,000 Series 2 Preferred Shares, convertible, at the option of the holder, at any time and from time to time, into an aggregate of 150,000 Common Shares in accordance with the terms of the Series 2 Preferred Shares.
- Held through Crocker Mountain LLC, a Maine Limited liability company ("Crocker Mountain"). Mr. Sclar is the sole manager of Crocker Mountain.
- The Series 2 Preferred Shares are nonvoting and noninterest bearing and are currently convertible at a 1:1 ratio into Common Shares at the option of the holder. The Series 2 Preferred Shares will involuntarily convert into Common Shares upon cumulative qualified equity financing in excess of \$14 million.
- 150,000 Common Shares underlying 150,000 Series 2 Preferred Shares, each convertible into 1 Common Share in accordance with the terms of the Series 2 Preferred Shares.
- Held through the Jeremy M. Sclar 2012 Irrevocable Family Trust, a trust formed under a trust instrument governed by the laws of the Commonwealth of Massachusetts ("JS Trust"). Mr. Sclar's spouse is one of the trustees of the JS Trust.

8. Consists of 26,217 warrants to purchase Common Shares, each exercisable to purchase one Common Share at an exercise price of \$7.50 per whole warrant. These warrants are part of Units, each consisting of one Common Share and one-quarter of one warrant to purchase one Common Share. The purchase price for each Unit was \$5.40. These warrants are currently exercisable and expire on April 11, 2028, the fifth anniversary of the date the warrants first become exercisable. These warrants were inadvertently omitted from Mr. Sclar's Form 3 filed on September 5, 2023.

/s/ Jeremy M. Sclar

01/02/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.