

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person * <u>Jeremy M. Sclar 2012 Irrevocable Family Trust</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/23/2024	3. Issuer Name and Ticker or Trading Symbol <u>ProMIS Neurosciences Inc. [PMN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Last) (First) (Middle) 33 BOYLSTON STREET, SUITE 3000			
(Street) CHESTNUT HILL MA 02467			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	1,617,437	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to Purchase Common Shares, no par value ⁽¹⁾	04/11/2023	04/11/2028	Common Shares	26,217	(1)	D	
Warrants to Purchase Common Shares, no par value ⁽²⁾	02/24/2024	02/24/2029	Common Shares	664,894	(2)	D	
Tranche A Common Share Purchase Warrants ⁽³⁾⁽⁴⁾	10/23/2024 ⁽⁴⁾	(4)	Common Shares	697,674	(4)	D	
Tranche B Common Share Purchase Warrants ⁽³⁾⁽⁵⁾	10/23/2024 ⁽⁵⁾	(5)	Common Shares	697,674	(5)	D	
Tranche C Common Share Purchase Warrants ⁽³⁾⁽⁶⁾	07/31/2024 ⁽⁶⁾	(6)	Common Shares	697,674	(6)	D	

Explanation of Responses:

1. 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 acquired on October 11, 2022, 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 became exercisable.
2. Consists of 664,894 warrants to purchase Common Shares, each exercisable to purchase one Common Share at an exercise price of \$1.75 per share. These warrants are part of Units acquired on August 24, 2023, each consisting of one Common Share and one warrant to purchase one Common Share. The purchase price for each Unit was \$1.88. These warrants are currently exercisable and expire on February 24, 2029, the fifth anniversary of the date the warrants first became exercisable.
3. On July 31, 2024, the Reporting Person acquired 697,674 units, each consisting of (a) one Common Share, (b) one Tranche A Common Share purchase warrant, (c) one Tranche B Common Share purchase warrant and (iv) one Tranche C Common Share purchase warrant, in a private placement conducted by the Issuer. The purchase price for each Unit was \$2.15 per Unit.
4. Consists of 697,674 Tranche A purchase warrants, each exercisable to purchase one Common Share at an exercise price of \$2.02 per warrant share. These warrants became immediately exercisable beginning on the date that approval as was required by the applicable rules and regulations of the Nasdaq Stock Market LLC (or any successor entity) from the shareholders of the Issuer with respect to the issuance of the Tranche A purchase warrants and the Common Shares upon the exercise thereof was received and deemed effective under Ontario law. These warrants expire on the earlier of (i) 18 months and (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 6-month data from the cohorts treated with single ascending doses of PMN310.
5. Consists of 697,674 Tranche B purchase warrants, each exercisable to purchase one Common Share at an exercise price of \$2.02 per warrant share. These warrants became exercisable beginning on the date that such approval as was required by the applicable rules and regulations of the Nasdaq Stock Market LLC (or any successor entity) from the shareholders of the Issuer with respect to the issuance of the Tranche B purchase warrants and the Common Shares upon the exercise thereof was received and deemed effective under Ontario law. These warrants expire on the earlier of (i) 30 months and (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 12-month data from the cohorts treated with single ascending doses of PMN310.
6. Consists of 697,674 Tranche C purchase warrants, each exercisable to purchase one Common Share at an exercise price of \$2.50 per warrant share. These warrants became exercisable when acquired on July 31, 2024 and expire on July 31, 2029.

Jeremy M. Sclar 2012 Irrevocable Family Trust By: /s/ Richard A. Marks, Trustee 09/30/2025

** 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 5 (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.