
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 24, 2025

PROMIS NEUROSCIENCES INC.

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

001-41429
(Commission
File Number)

98-0647155
(IRS Employer
Identification No.)

Suite 200, 1920 Yonge Street,
Toronto, Ontario
(Address of principal executive
offices)

M4S 3E2
(Zip Code)

Registrant's telephone number, including area code: (416) 847-6898

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Shares, no par value per share	PMN	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 24, 2025, ProMIS Neurosciences Inc. (the “**Company**”) filed articles of amendment (the “Articles of Amendment”) to its Articles, as amended from time to time, to effectuate a reverse stock split of the Company’s issued and outstanding common shares, no par value per share (the “**Common Shares**”).

As previously disclosed, at its 2025 Special Meeting of Stockholders held on November 17, 2025 (the “**Special Meeting**”), and upon the recommendation of the Company’s Board of Directors (the “**Board**”), the Company’s stockholders approved a resolution authorizing the filing of the Articles of Amendment to effect a reverse stock split of the Common Shares at a ratio ranging from one-for-five and one-for-twenty-five, as determined by the Board in its discretion (the “**Share Consolidation Resolution**”).

The Share Consolidation Resolution was described in detail under “Proposal No. 1: Share Consolidation” beginning on page 12 of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on October 3, 2025 (the “**Proxy Statement**”) in connection with the Special Meeting. The text of the Articles of Amendment was included in Appendix A of the Proxy Statement.

On November 17, 2025, the Board approved a reverse stock split of the Common Shares at a ratio of one-for-twenty-five. Effective as of 12:01 a.m. Eastern Time on November 28, 2025, the Company filed the Articles Amendment to effect one-for-twenty-five reverse stock split of its Common Shares (the “**Reverse Stock Split**”).

As a result of the Reverse Stock Split, every 25 Common Shares issued or outstanding were automatically reclassified into one validly issued, fully-paid and non-assessable new Common Share, subject to the treatment of fractional shares as described below, without any action on the part of the holders. Proportional adjustments were made to the number of Common Shares awarded and available for issuance under the Company’s equity incentive plans, as well as the exercise price and the number of shares issuable upon the exercise or conversion of the Company’s outstanding stock options and other equity securities under the Company’s equity incentive plans. All outstanding warrants were also adjusted in accordance with their terms, which resulted, among other changes to the warrant terms, in proportionate adjustments being made to the number of shares issuable upon exercise of such warrants and to the exercise prices of such warrants. The Common Shares outstanding following the Reverse Stock Split remain fully paid and non-assessable. The Reverse Stock Split did not affect the number of authorized Common Shares or the par value of the Common Shares.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares will automatically be entitled to receive cash in lieu of such fractional share.

Trading of the Common Shares on The Nasdaq Capital Market will commence on a split-adjusted basis at market open on November 28, 2025 under the existing trading symbol “PMN.” The new CUSIP number for the Company’s Common Shares following the Reverse Stock Split is 74346M505.

The foregoing description of the Articles of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Articles of Amendment, a copy of which is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On November 24, 2025, the Company issued a press release announcing the Reverse Stock Split and other related information. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<u>3.1</u>	<u>Certificate of Amendment to the Articles, dated November 28, 2025</u>
<u>99.1</u>	<u>Press Release, dated November 24, 2025</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROMIS NEUROSCIENCES INC.

Date: November 24, 2025

By: /s/ Neil Warma

Name: Neil Warma

Title: Chief Executive Officer

Instructions

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *
ProMIS Neurosciences Inc.

Ontario Corporation Number (OCN) *
1678696

Company Key *
[***]

Official Email Address *
TORNotices@mcmillan.ca

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *
Sean

Middle Name

Last Name *
Wang

Telephone Country Code
Telephone Number *
416-865-7273

Extension

Email Address *
sean.wang@mcmillan.ca

3. Proposed New Corporation Name (if applicable)

Complete this section only if you are changing the corporation name

If you are changing the corporation name, you can either propose a new name or request a number name. If you propose a new name for the corporation, you need a Nuans report for the proposed name. If your corporation has a number name, you must not select the option for a number name, unless you are changing only the legal element.

Will this corporation have a number name ? ☐ Yes ☐ No

4. Number of Director(s) (if applicable)

Complete this section only if you are changing the number of directors

Please specify the number of directors for your Corporation

☐ Fixed Number ☐ Minimum/Maximum

5. Shares and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Shares and Provisions

Description of Changes to Classes of Shares

The corporation amends the Description of Classes of Shares as follows (please be specific):

Enter the Text

Description of Changes to Rights, Privileges, Restrictions and Conditions

The corporation amends the Rights, Privileges, Restrictions and Conditions as follows (please be specific):

Enter the Text

The Articles of the Corporation are amended to consolidate all issued and outstanding common shares of the Corporation on the basis of one (1) common share for every 25 issued and outstanding common shares. Where the consolidation results in a fractional common share, in lieu of issuing a fractional common share, the Corporation shall pay to the holders of record otherwise entitled to receive fractional common shares a cash payment in lieu of such fractional common share.

Description of Changes to Restrictions on Share Transfers

The corporation amends the Restrictions on Share Transfers as follows (please be specific):

Enter the Text

Description of Changes to Restrictions on Business or Powers

The corporation amends the Restrictions on Business or Powers as follows (please be specific):

Enter the Text

Description of Changes to Other Provisions

The corporation amends the Other Provisions as follows (please be specific):

Enter the Text

6. Shareholders/Directors Authorization and Effective Date

The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *
November 17, 2025

Requested Date for Amendment *
November 28, 2025

Authorization

☒ * I, Sean Wang

confirm that:

- This form has been signed by the required person.
- This amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signature

Name	Position	Signature
Eugene Williams	Director	X s/ Eugene Williams



ProMIS Neurosciences Announces Reverse Stock Split

Cambridge, Mass., November 24, 2025 – ProMIS Neurosciences Inc. (Nasdaq: PMN), a clinical-stage biotechnology company developing next-generation therapies for Alzheimer’s disease (AD) and other neurodegenerative disorders, today announced that its board of directors has determined to effect a one-for-twenty-five reverse stock split of the Company’s common shares, no par value per share (Common Shares).

The reverse stock split will take effect at 12:01 a.m. Eastern Time on November 28, 2025, and the Common Shares will begin trading on a split-adjusted basis on The Nasdaq Capital Market as of the opening of trading on November 28, 2025. The CUSIP number of 74346M505 will be assigned to the Common Shares when the reverse stock split becomes effective.

When the reverse stock split becomes effective, every twenty-five issued Common Shares will be combined into one issued Common Share, without any change to the par value per share. This will reduce the number of outstanding Common Shares from approximately 53,811,110 million shares to approximately 2,152,444 million shares.

Proportional adjustments will also be made to the number of Common Shares awarded and available for issuance under the company’s equity incentive plans, as well as the exercise price and the number of shares issuable upon the exercise or conversion of the company’s outstanding stock options and other equity securities under the company’s equity incentive plans. All outstanding warrants will also be adjusted in accordance with their terms, which will, among other changes to the warrant terms, result in proportionate adjustments being made to the number of shares issuable upon exercise of such warrants and to the exercise and redemption prices of such warrants, as applicable.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive fractional shares will automatically be entitled to receive cash in lieu of such fractional share.

Stockholders with shares held in book-entry form or through a bank, broker, or other nominee are not required to take any action and will see the consequence of the reverse stock split reflected in their accounts on or after November 28, 2025. Such beneficial holders may contact their bank, broker, or nominee for more information.

The reverse stock split ratio approved by the board of directors is within the previously disclosed range of ratios for a reverse stock split authorized by the stockholders of the company at the 2025 Special Meeting of Stockholders of the Company held on November 17, 2025.

On January 8, 2025, ProMIS received a deficiency letter from The Nasdaq Stock Market LLC (Nasdaq) notifying the Company that, for the last 30 consecutive business days, the closing bid price of the Common Shares had not been maintained at the minimum required closing bid price of at least \$1.00 per share, as required for continued listing on the Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (Bid Price Rule).

In accordance with Nasdaq Listing Rule 5810(c)(3), ProMIS had 180 calendar days, or until July 2, 2025, to regain compliance with the Bid Price Rule. During such compliance period, if the Common Shares had a closing bid price of \$0.10 or less for ten consecutive trading days, Nasdaq would have been entitled to issue a Staff Delisting Determination, with the potential opportunity for the Company to appeal such determination.

Subsequently, the Company received written notice from Nasdaq indicating that although the Company was not in compliance with the Bid Price Rule, Nasdaq determined that the company is eligible for an additional 180 calendar day compliance period, or until December 29, 2025. Nasdaq’s determination was based on the Company meeting the continued listing requirement for market value of publicly held shares and all other initial listing standards for the Nasdaq Capital Market with the exception of the Bid Price Rule, and the Company provided written notice of its confirmation to cure the deficiency during the additional compliance period, by effecting a reverse stock split, if necessary.

ProMIS believes that the reverse stock split will increase the market price for its Common Shares and cure the deficiency in the Bid Price Rule.

About ProMIS Neurosciences Inc.

ProMIS Neurosciences is a clinical-stage biotechnology company committed to the discovery and development of therapeutic antibodies and vaccines selective for toxic oligomers associated with the development and progression of neurodegenerative and other misfolded protein diseases. The Company's proprietary target discovery engine, EpiSelect™, has been shown to predict novel targets known as Disease Specific Epitopes (DSEs) on the molecular surface of misfolded proteins that cause neurodegenerative and other misfolded protein diseases, including Alzheimer's disease (AD), amyotrophic lateral sclerosis (ALS), frontotemporal dementia (FTD), multiple system atrophy (MSA), and Parkinson's Disease (PD). ProMIS has offices in Cambridge, Massachusetts (USA) and Toronto, Ontario (CAN).

Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Certain information in this news release constitutes forward-looking statements and forward-looking information (collectively, "forward-looking information") within the meaning of applicable securities laws. In some cases, but not necessarily in all cases, forward-looking information can be identified by the use of forward-looking terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "strive," "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Specifically, this news release contains forward-looking information relating to the timing and completion of the Company's reverse stock split, the intended effects of the reverse stock split and the acceptance and implementation of its proposed plan of compliance with Nasdaq continued listing standards. Statements containing forward-looking information are not historical facts but instead represent management's current expectations, estimates and projections regarding the future of our business, future plans, strategies, projections, anticipated events and trends, the economy and other future conditions. Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by the Company as of the date of this news release, are subject to known and unknown risks, uncertainties and assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including, but not limited to, the risk that clinical results or early results may not be indicative of future results, the Company's ability to fund its operations and continue as a going concern, its accumulated deficit and the expectation for continued losses and future financial results. Important factors that could cause actual results to differ materially from those indicated in the forward-looking information include, among others, the factors discussed throughout the "Risk Factors" section of the Company's most recently filed Annual Report on Form 10-K for the year ended December 31, 2024 and in its subsequent filings filed with the United States Securities and Exchange Commission. Except as required by applicable securities laws, the Company undertakes no obligation to publicly update any forward-looking information, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

For further information:

Visit us at www.promisneurosciences.com

Please submit media inquiries to info@promisneurosciences.com

For Investor Relations, please contact:

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