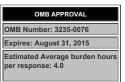
FORM D

• Yet to Be Formed

Notice of Exempt Offering of Securities

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



1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
0001374339	AMORFIX LIFE SCIENCES LTD		Corporation
Name of Issuer	SCIENCES LTD		C Limited Partnership
ProMIS Neurosciences Inc.			C Limited Liability Company
Jurisdiction of Incorporation/Organization	_		C General Partnership
CANADA (FEDERAL LEVEL)			C Business Trust
Year of Incorporation/Organizati	on		C Other
 Over Five Years Ago 			
• Within Last Five Years (Specify Year)			

2. Principal Place of Business and Contact Information

Name of Issuer				
ProMIS Neurosciences Inc.				
Street Address 1		Stree	et Address 2	
SUITE 200, 1920 YONGE STRE	ET			
City	State/Province/Country	y	ZIP/Postal Code	Phone No. of Issuer
TORONTO	ONTARIO, CANAD	A	M4S 3E2	415-341-5783

3. Related Persons

Last Name		First Name		Middle Name
		1		
Goldstein		Elliot		
Street Address 1			Street Address 2	2
SUITE 200, 1920 Y	ONGE STRE	ET		
City		State/Province/	Country	ZIP/Postal Code
TORONTO		ONTARIO, C	CANADA	M4S 3E2
Relationship:	Execu	tive Officer	Director	Promoter
Last Name		First Name		Middle Name
Williams		Eugene		
Street Address 1			Street Address 2	2
Suite 200, 1920 You	nge Street			
City		State/Province/	Country	ZIP/Postal Code
Toronto		ONTARIO, C	CANADA	M4S 3E2
Relationship:	Execu	tive Officer	Director	Promoter

Clarification	of	Response	(if	Necessary)
---------------	----	----------	-----	-----------	---

Last Name		First Name		Middle N	Jame	
Wyman]	William				
Street Address 1			Street Address	2		
Suite 200, 1920 Yon	ige Street					
City		State/Province/	/Country	ZIP/Post	al Code	
Toronto]	ONTARIO, C	CANADA	M4S 31	E2	
Relationship:	Execut	ive Officer	Director		Promoter	
Clarification of Respon	ise (if Necessary	·)				
Last Name		First Name		Middle N	lame	
Kirwin]	Patrick				
Street Address 1			Street Address	2		
SUITE 200, 1920 Y	ONGE STREE	ET				
City		State/Province/	Country	ZIP/Post	al Code	
TORONTO		ONTARIO, C	CANADA	M4S 31	E2	
Relationship:						
Relationship.	Execut	ive Officer	Director		Promoter	
	· · · · · · · · · · · · · · · · · · ·		Director		Promoter	
Clarification of Respon	· · · · · · · · · · · · · · · · · · ·		Director		Promoter	
	· · · · · · · · · · · · · · · · · · ·		Director		Promoter	
	· · · · · · · · · · · · · · · · · · ·		Director		Promoter	
Clarification of Respon	· · · · · · · · · · · · · · · · · · ·	;) 	Director	I		
Clarification of Respon	· · · · · · · · · · · · · · · · · · ·) First Name	Director	Middle N		
Clarification of Respon	· · · · · · · · · · · · · · · · · · ·	;) 		Middle N		
Clarification of Respon	ise (if Necessary) First Name Neil	Street Address	Middle N		
Clarification of Respon	ise (if Necessary) First Name Neil		Middle N		
Clarification of Respon Clarification of Respon Last Name Cashman Street Address 1 SUITE 200, 1920 Ye	ise (if Necessary) First Name Neil	Street Address	Middle N	Name	
Clarification of Respon Last Name Cashman Street Address 1	ise (if Necessary) First Name Neil	Street Address	Middle N	vame al Code	
Clarification of Respon Last Name Cashman Street Address 1 SUITE 200, 1920 Ye City	ise (if Necessary) First Name [Neil CT	Street Address	Middle N 2 ZIP/Post	vame al Code	
Clarification of Respon Last Name Cashman Street Address 1 SUITE 200, 1920 Ye City	onge stree) First Name [Neil CT	Street Address	Middle N 2 ZIP/Post	vame al Code	
Clarification of Respon Last Name Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship:	onge stree) First Name Neil State/Province/ ONTARIO, C	Street Address Country CANADA	Middle N 2 ZIP/Post	iame al Code	
Clarification of Respon Last Name Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship:	onge stree) First Name Neil State/Province/ ONTARIO, C	Street Address Country CANADA	Middle N 2 ZIP/Post	iame al Code	
Clarification of Respon Last Name Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship:	onge stree) First Name Neil State/Province/ ONTARIO, C	Street Address Country CANADA	Middle N 2 ZIP/Post	iame al Code	
Clarification of Respon Last Name Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship:	onge stree) First Name Neil State/Province/ ONTARIO, C	Street Address Country CANADA	Middle N 2 ZIP/Post	iame al Code	
Clarification of Respon Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship: Clarification of Respon	onge stree) First Name Neil State/Province/ ive Officer)	Street Address Country CANADA	Middle N 2 ZIP/Post M4S 31	Vame al Code E2 Promoter	
Clarification of Respon Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship: Clarification of Respon Last Name	onge stree) First Name Neil State/Province/ ive Officer) First Name	Street Address Country CANADA	Middle N 2 ZIP/Post	Vame al Code E2 Promoter	
Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship: Clarification of Respon Last Name Gregory	onge stree) First Name Neil State/Province/ ive Officer)	Street Address Country Country CANADA Director	Middle N 2 ZIP/Post Middle N	Vame al Code E2 Promoter	
Clarification of Respon Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship: Clarification of Respon Last Name Gregory Street Address 1	ONGE STREE) First Name Neil State/Province/ ive Officer) First Name Richard	Street Address Country CANADA	Middle N 2 ZIP/Post Middle N	Vame al Code E2 Promoter	
Clarification of Respon Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship: Clarification of Respon Last Name	ONGE STREE) First Name Neil State/Province/ ive Officer) First Name Richard	Street Address Country Country CANADA Director	Middle N 2 ZIP/Post Middle N	Vame al Code E2 Promoter	
Clarification of Respon Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship: Clarification of Respon Last Name Gregory Street Address 1	ONGE STREE) First Name Neil State/Province/ ive Officer) First Name Richard	Street Address Country Country CANADA Director Street Address	Middle N 2 ZIP/Post Middle N	iame al Code 22 Promoter Vame	
Clarification of Respon Clashman Street Address 1 SUITE 200, 1920 Ye City TORONTO Relationship: Clarification of Respon Last Name Gregory Street Address 1 SUITE 200, 1920 Ye	ONGE STREE) First Name Neil State/Province/ ONTARIO, C ive Officer) First Name Richard	Street Address Country Country CANADA Director Street Address Curry Country Country	Middle N 2 ZIP/Post Middle N 2 ZIP/Post 2 ZIP/2	Vame al Code al Code al Code al Code	
Clarification of Respon Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Y City TORONTO Relationship: Clarification of Respon Last Name Gregory Street Address 1 SUITE 200, 1920 Y City City	ONGE STREE	First Name First Name T T State/Province/ First Name Richard T State/Province/	Street Address Country Country CANADA Director Street Address Curry Country Country	Middle N 2 ZIP/Post Middle N 2 ZIP/Post	Vame al Code al Code al Code al Code	
Clarification of Respon Clarification of Respon Cashman Street Address 1 SUITE 200, 1920 Y City TORONTO Relationship: Clarification of Respon Last Name Gregory Street Address 1 SUITE 200, 1920 Y City City	ONGE STREE	First Name First Name T T State/Province/ First Name Richard T State/Province/	Street Address Country Country CANADA Director Street Address Curry Country Country	Middle N 2 ZIP/Post Middle N 2 ZIP/Post	Vame al Code al Code al Code al Code	

Last Name	First Name		Middle Name
Plotkin	Steven		
Street Address 1	1	Street Address 2	1
SUITE 200, 1920 YONG	E STREET		
City	State/Province/O	Country	ZIP/Postal Code
TORONTO	ONTARIO, C	ANADA	M4S 3E2
Relationship:	Executive Officer	Director	Promoter
Clarification of Response (if I	Necessary)		
Last Name	First Name		Middle Name
Geffken	Daniel E.		
Street Address 1		Street Address 2	
SUITE 200, 1920 YONG	E STREET		
City	State/Province/O	Country	ZIP/Postal Code
TORONTO	ONTARIO, C	ANADA	M4S 3E2
		1 	
Relationship:	Executive Officer	Director	Promoter
Clarification of Response (if I	Necessary)		
Last Name	First Name		Middle Name
Kaplan	Johanne		
Street Address 1		Street Address 2	
SUITE 200, 1920 YONG	E STREET		
City	State/Province/0	Country	ZIP/Postal Code
TORONTO	ONTARIO, C	ANADA	M4S 3E2
Relationship:	Executive Officer	Director	Promoter
Clarification of Response (if I	Necessary)		

4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund

Other Banking & Financial C Services

C Business Services

Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

C Retailing

- C Restaurants
 - Technology
 - C Computers
- C Other Health Care

Hospitals & Physicians

Health Care

0

0

0

C Manufacturing

Real Estate

0

0

0

0

C Commercial

Construction

Residential

REITS & Finance

Other Real Estate

Biotechnology

Health Insurance

Pharmaceuticals

- C Telecommunications
- C Other Technology

Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- O Other Travel
- C Other

5. Issuer Size

No Revenues

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

\$25,000,001 - \$100,000,000

Revenue Range

C

C

0

C

C

C

•

C

Aggregate Net Asset Value Range

- 0 No Aggregate Net Asset Value
- C \$1 - \$5,000,000
 - \$5,000,001 \$25,000,000
 - \$25,000,001 \$50,000,000
 - \$50,000,001 \$100,000,000
- C Over \$100,000,000
- C Decline to Disclose
- C Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)

2021-03-22

Type of Filing

New Notice Date of First Sale First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

C Yes O No

9. Type(s) of Securities Offered (select all that apply)

Pooled Investment Fund Equity Interests

- 0 C 0

Tenant-in-Common Securities	Debt			
Mineral Property Securities	Option, W Acquire A	Varrant or Other Right to Another Security		
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (des	scribe)		
		ertible debentures, payable . The Convertible Debentures]	
	will matu	ure on March 22, 2026 and are ble into shares at US\$0.10 per		
	share.			
10. Business Combin	ation Tran	isaction		
Is this offering being made in connec transaction, such as a merger, acquis		ess combination C Yes	• No	
Clarification of Response (if Necessar	ry)			
11. Minimum Investm	ent			
Minimum investment accepted from investor	any outside §	\$ 0	USD	
12. Sales Compensat	ion			
Recipient		Recipient CRD Number	None None	
(Associated) Broker or Dealer	☐ None	(Associated) Broker or I Number	Dealer CRD 🔲 Not	ne
Street Address 1		Street Address 2		
City	S	State/Province/Country	ZIP/Postal Cod	le
State(s) of Solicitation		□ All States		
12 Offering and Cale	o Amount			
13. Offering and Sale	s Amounts	5		
Total Offering Amount \$ 700000	0	USD 🗖 Indefinite		
Total Amount Sold \$ 700000				
Total Remaining to be		USD 🗆 Indefinite		
Sold		<u> </u>		
Clarification of Response (if Necessar		1		
Total Offering Amount represen US\$7,000,000 convertible debent	ures. There is n	no guarantee that		
the convertible debentures will b	e converted into	o shares.		
14. Investors				
14. 1110051015				
do not qualify as accredited	d investors,	or may be sold to persons who		
Number of such non-accre offering	dited investors w	who already have invested in the		
		ring have been or may be sold	7	
to persons who do not qual number of investors who a			L 	

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$	0	USD	Estimate
Finders' Fees \$	0	USD	Estimate
Clarification of Response (if Necessary)			

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0	USD	Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities
 described and undertaking to furnish them, upon written request, the information furnished to
 offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ProMIS Neurosciences Inc.	/s/ Elliot Goldstein	Elliot Goldstein	CEO and President	2021-03-29