

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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|--|--|---|---|
| 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 HILL MA 02467</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>08/24/2023</u> | 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 |

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 | 65,000 | D | |
| Common Stock, no par value | 1,005,726 | I | By: Crocker Mountain LLC ⁽¹⁾ |
| Common Stock, no par value | 769,763 | I | By: Jeremy M. Sclar 2012 Irrevocable Family Trust ⁽²⁾ |

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 | | | |
| Series 1 Preferred Shares, no par value ⁽³⁾ | (4) | (4) | Common Stock | 150,000 | (4) | I | By Crocker Mountain ⁽¹⁾ |
| Series 1 Preferred Shares, no par value ⁽³⁾ | (4) | (4) | Common Stock | 150,000 | (4) | I | By: JS Trust ⁽²⁾ |
| Warrants to Purchase Common Shares, no par value | (5) | 08/25/2026 | Common Stock | 85,208 | (5) | I | By Crocker Mountain ⁽¹⁾ |
| Warrants to Purchase Common Shares, no par value | 02/24/2024 | 02/24/2029 | Common Stock | 664,893 | (6) | I | By Crocker Mountain ⁽¹⁾ |
| Warrants to Purchase Common Shares, no par value | 02/24/2024 | 02/24/2029 | Common Stock | 664,894 | (6) | I | By: JS Trust ⁽²⁾ |

Explanation of Responses:

- Held through Crocker Mountain LLC, a Maine Limited liability company ("Crocker Mountain"). Mr Sclar is the sole manager of Crocker Mountain.
- 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.
- The Series 1 Preferred Shares are nonvoting and noninterest bearing and are currently convertible at a 60:1 ratio into Common Shares at the option of the holder. The Series 1 Preferred Shares will 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, now convertible into an aggregate of 150,000 Common Shares.
- Consists of 85,208 warrants to purchase Common Shares, each warrant exercisable to purchase one Common Share at an exercise price of \$12.60 per share. These warrants are currently exercisable and expire on August 25, 2026, the fifth anniversary of the issuance of the warrants. The warrants contain an acceleration clause allowing the Issuer to accelerate the expiration date of the warrant to 30 days following the time period during which the Common Share value weighted average price (VWAP) exceeds a TSX trading price of \$37.80 for ten consecutive trading days.
- Each warrant to purchase one Common Share was issued on August 24, 2023 and has an exercise price of \$1.75 per share.

Remarks:

Jeremy M. Sclar09/05/2023

** 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.