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The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001374339](#) Previous Names  None Entity Type  Corporation  
Name of Issuer [AMORFIX LIFE SCIENCES LTD](#)  Limited Partnership  
[ProMIS Neurosciences Inc.](#) [4203801 Canada Inc.](#)  Limited Liability Company  
Jurisdiction of Incorporation/Organization  General Partnership  
[CANADA \(FEDERAL LEVEL\)](#)  Business Trust  
Year of Incorporation/Organization  Other (Specify)  
 Over Five Years Ago  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [ProMIS Neurosciences Inc.](#)  
Street Address 1 [SUITE 200, 1920 YONGE STREET](#) Street Address 2  
City [TORONTO](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4S 3E2](#) Phone Number of Issuer [416-817-6898](#)

3. Related Persons

Last Name [Farfel](#) First Name [Gail](#) Middle Name [M.](#)  
Street Address 1 [1920 Yonge Street](#) Street Address 2 [Suite 200](#)  
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4S 3E2](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [Cashman](#) First Name [Neil](#) Middle Name  
Street Address 1 [1920 Yonge Street](#) Street Address 2 [Suite 200](#)  
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4S 3E2](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [Altstiel](#) First Name [Larry](#) Middle Name  
Street Address 1 [1920 Yonge Street](#) Street Address 2 [Suite 200](#)  
City [Toronto](#) State/Province/Country [ONTARIO, CANADA](#) ZIP/PostalCode [M4S 3E2](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name  
Malenfant  
Street Address 1  
1920 Yonge Street  
City  
Toronto  
Relationship:  Executive Officer  Director  Promoter

First Name  
Gavin  
Street Address 2  
Suite 200  
State/Province/Country  
ONTARIO, CANADA

Middle Name  
T.  
ZIP/PostalCode  
M4S 3E2

Clarification of Response (if Necessary):

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Last Name  
Geffken  
Street Address 1  
1920 Yonge Street  
City  
Toronto  
Relationship:  Executive Officer  Director  Promoter

First Name  
Daniel  
Street Address 2  
Suite 200  
State/Province/Country  
ONTARIO, CANADA

Middle Name  
ZIP/PostalCode  
M4S 3E2

Clarification of Response (if Necessary):

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Last Name  
Williams  
Street Address 1  
1920 Yonge Street  
City  
Toronto  
Relationship:  Executive Officer  Director  Promoter

First Name  
Eugene  
Street Address 2  
Suite 200  
State/Province/Country  
ONTARIO, CANADA

Middle Name  
ZIP/PostalCode  
M4S 3E2

Clarification of Response (if Necessary):

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Last Name  
Gregory  
Street Address 1  
1920 Yonge Street  
City  
Toronto  
Relationship:  Executive Officer  Director  Promoter

First Name  
Richard  
Street Address 2  
Suite 200  
State/Province/Country  
ONTARIO, CANADA

Middle Name  
ZIP/PostalCode  
M4S 3E2

Clarification of Response (if Necessary):

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Last Name  
Kirwin  
Street Address 1  
1920 Yonge Street  
City  
Toronto  
Relationship:  Executive Officer  Director  Promoter

First Name  
Patrick  
Street Address 2  
Suite 200  
State/Province/Country  
ONTARIO, CANADA

Middle Name  
ZIP/PostalCode  
M4S 3E2

Clarification of Response (if Necessary):

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Last Name  
Mandel-Brehm  
Street Address 1  
1920 Yonge Street  
City  
Toronto  
Relationship:  Executive Officer  Director  Promoter

First Name  
Josh  
Street Address 2  
Suite 200  
State/Province/Country  
ONTARIO, CANADA

Middle Name  
ZIP/PostalCode  
M4S 3E2

Clarification of Response (if Necessary):

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Last Name  
Shafmaster  
Street Address 1  
1920 Yonge Street  
City

First Name  
Maggie  
Street Address 2  
Suite 200  
State/Province/Country

Middle Name  
ZIP/PostalCode

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Warma	Neil	K.
Street Address 1	Street Address 2	
1920 Yonge Street	Suite 200	
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M4S 3E2
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wyman	William	
Street Address 1	Street Address 2	
1920 Yonge Street	Suite 200	
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M4S 3E2
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

**4. Industry Group**

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care                                       | <input type="checkbox"/> Retailing                 |
| Banking & Financial Services  | <input checked="" type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance         | Technology   |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians   | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals          | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care        | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing            | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate                                       | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial               | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction             | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance          | <input type="checkbox"/> Other Travel              |
| Energy  | <input type="checkbox"/> Residential              | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate        |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

**5. Issuer Size**

- |   |    |   |
|---|----|---|
| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
| <input checked="" type="checkbox"/> No Revenues       |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000            |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000    |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000   |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000           |    | <input type="checkbox"/> Over \$100,000,000           |

Decline to Disclose  
 Not Applicable

Decline to Disclose  
 Not Applicable

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

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |   |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b)                  | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c)                             | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5)          | <input type="checkbox"/> Section 3(c)(6)                     | <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7)                     |   |

## 7. Type of Filing

- New Notice Date of First Sale 2022-10-11  First Sale Yet to Occur  
 Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  Yes  No

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

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Equity  | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt   | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe)      |

Each unit consists of one common share and one-quarter of one common share purchase warrant. Each full warrant is exercisable for one common share at an exercise price of \$7.50 per common share starting April 11, 2023 until April 11, 2028.

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$27,000 USD

## 12. Sales Compensation

Recipient CEROS FINANCIAL SERVICES, INC. (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	Recipient CRD Number <input type="checkbox"/> None 37869 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 1445 RESEARCH BOULEVARD	Street Address 2 SUITE 530	
City ROCKVILLE	State/Province/Country MARYLAND	ZIP/Postal Code 20850
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

CALIFORNIA
COLORADO
FLORIDA
ILLINOIS
MASSACHUSETTS
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW YORK
TEXAS
VERMONT
VIRGINIA

### 13. Offering and Sales Amounts

Total Offering Amount \$10,066,823 USD or  Indefinite

Total Amount Sold \$7,472,282 USD

Total Remaining to be Sold \$2,594,541 USD or  Indefinite

Clarification of Response (if Necessary):

The additional \$2,594,541.00 may be received upon the exercise of share purchase warrants sold inside or outside the U.S.

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

23

### 15. Sales Commissions & Finder's 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 \$597,783 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

Compensation also includes warrants to purchase 69,188 common shares at \$6.10 per share exercisable April 11, 2023 until April 11, 2028, and legal fees of \$80,000.

### 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):

In the ordinary course of business, the issuer may use some of the proceeds of the offering to pay salaries to certain of its executive officers and directors.

### 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, in the accordance with applicable law, 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 the issuer 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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.	Gail M. Farfel	Gail M. Farfel	Chief Executive Officer	2022-10-20

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.