

**PROSPECTUS SUPPLEMENT**  
(To Prospectus dated November 8, 2022)



**PROMIS NEUROSCIENCES INC.**  
**Up to 1,383,755 Common Shares Underlying Units**  
**Up to 345,939 Common Shares Underlying Warrants**

This Prospectus Supplement No. 08 (this “**Prospectus Supplement**”) amends and supplements the Prospectus dated November 8, 2022 (the “**Prospectus**”) of ProMIS Neurosciences Inc. (the “**Company**”), which forms a part of our Registration Statement on Form S-1 (Registration No. 333-268103) (our “**Registration Statement**”). This Prospectus Supplement is being filed to amend and supplement the information included or incorporated by reference in the Prospectus with the information contained in this Prospectus Supplement. The Prospectus and this Prospectus Supplement relate to the resale by the selling security holders named in the Prospectus (the “**Selling Shareholders**”) of up to an aggregate of 1,729,694 of our common shares, no par value (“**common shares**”), which consists of (i) up to 1,383,755 common shares that are issuable to certain of the Selling Shareholders that are party to the Unit Purchase Agreement, dated October 11, 2022 (the “**Unit Purchase Agreement**”); and (ii) up to 345,939 common shares that are issuable to certain of the Selling Shareholders that are party to the Unit Purchase Agreement upon the exercise of warrants to purchase our common shares that we issued to Selling Shareholders in a private placement that closed in connection with the Unit Purchase Agreement.

This Prospectus Supplement includes information from our Current Report on Form 8-K filed on June 30, 2023 reporting the results of the three proposals submitted for a vote of shareholders at the Company's 2023 annual meeting of shareholders.

This Prospectus Supplement should be read in conjunction with the Prospectus that was previously filed, except to the extent that the information in this Prospectus Supplement updates and supersedes the information contained in the Prospectus.

**Investing in our securities involves risks that are described in the “Risk Factors” section beginning on page 12 of the Prospectus.**

**Neither the U.S. Securities and Exchange Commission (the “SEC”), nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement is June 30, 2023.

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**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): June 29, 2023

**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:**

| <b>Title of Each Class</b>            | <b>Trading Symbol(s)</b> | <b>Name of Each Exchange on Which Registered</b> |
|---------------------------------------|--------------------------|--|
| 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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 29, 2023, ProMIS Neurosciences Inc. (the "**Company**") held its 2023 annual meeting of shareholders (the "**Annual Meeting**"). The shareholders considered three proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on June 1, 2023. Of the 8,579,284 Common Shares, no par value per share (the "**Common Shares**"), and the 70,000,000 Series 1 Convertible Preferred Shares (the "**Preferred Shares**") outstanding as of the record date, 73,481,162 shares, or approximately 93.51%, were present or represented by proxy at the Annual Meeting, and of the 8,579,284 Common Shares outstanding as of the record date, 4,395,518 shares, or approximately 51.23%, were present or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of shareholders at the Annual Meeting.

**Proposal No. 1:** Election of eight nominees to serve as directors until the 2024 annual meeting of shareholders or until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal. The votes were cast as follows by holders of Common Shares:

| Name                         | Votes For | Votes Against | Abstained |
|------------------------------|-----------|---------------|-----------|
| Eugene Williams              | 3,320,369 | 147,921       | 12,872    |
| Neil Cashman, M.D.           | 3,470,265 | 8,611         | 2,286     |
| Gail Farfel, Ph.D.           | 3,376,107 | 103,302       | 1,753     |
| Patrick D. Kirwin            | 3,314,138 | 154,640       | 12,384    |
| Joshua Mandel-Brehm          | 3,316,160 | 112,636       | 52,366    |
| Maggie Shafmaster, Ph.D., JD | 3,292,796 | 103,924       | 84,442    |
| Neil K. Warma                | 3,266,932 | 164,174       | 50,056    |
| William Wyman                | 3,048,981 | 382,124       | 50,057    |

Broker Non-Votes: 914,356.

All eight nominees were elected.

**Proposal No. 2:** Ratification of the appointment of Baker Tilly US, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. The votes were cast as follows by holders of Common Shares:

|  | Votes For | Votes Against | Abstained |
|--|-----------|---------------|-----------|
| Ratification of appointment of Baker Tilly US, LLP | 4,294,824 | 99,591        | 1,103     |

**Proposal No. 3:** Approval to continue the Company to the jurisdiction of the Province of Ontario under the *Business Corporations Act* (Ontario). The votes were cast as follows by holders of Common Shares and Preferred Shares, voting together:

|                                      | Votes For | Votes Against | Abstained |
|--------------------------------------|-----------|---------------|-----------|
| Approval of Continuance into Ontario | 4,537,149 | 103,948       | 6,731     |

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**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: June 30, 2023

By: /s/ Gail Farfel

Name: Gail Farfel

Title: Chief Executive Officer

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