

ProMIS NEUROSCIENCES, INC.

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

The Compensation Committee is a committee of the Board of Directors of ProMIS Neurosciences, Inc. (the “Company”) with the primary function to assist the Board of Directors in fulfilling its oversight responsibilities by:

- Reviewing and approving and then recommending to the Board of Directors salary, bonus, and other benefits, direct or indirect, and any change control packages of the President and Chief Executive Officer and other members of the senior management team;
- Recommendation of compensation plans and guidelines to the Board of Directors;
- Administration of the Company’s compensation plans, including stock option plans, outside directors compensation plans, and such other compensation plans or structures as are adopted by the Company from time-to-time;
- With the assistance of Management, researching and identifying trends in Board of Directors and employment compensation and benefits;
- With the assistance of Management, the establishment and periodic review of the Company’s policies in the area of management benefits and perquisites.

II. COMPOSITION AND MEETINGS

The Compensation Committee shall be comprised at all times of three or more directors as determined by the Board of Directors, each of whom shall be independent directors in accordance with Multilateral Instrument 58-201. A director is considered to be “independent” if he or she has no direct or indirect material relationship which could in the view of the Board of Directors reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Company (and therefore shall be considered a “dependent” director) if he or she falls in one of the categories listed in Schedule “A” attached hereto. Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant and will be of contribution to the carrying out of the mandate of the Compensation Committee.

The members of the Compensation Committee shall be elected by the Board of Directors and shall serve until their successors are duly elected and qualified. The Board of Directors may

remove a member of the Compensation Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board of Directors, the members of the Compensation Committee may designate a Chair by majority vote of the full membership of the Compensation Committee.

The Compensation Committee shall meet at least once annually or more frequently as circumstances require. The Compensation Committee may ask members of management or others to attend meetings or to provide information as necessary. The Compensation Committee may retain the services of outside compensation specialists to the extent required.

Quorum for the transaction of business at any meeting of the Compensation Committee shall be a majority of the number of members of the Compensation Committee.

Meetings of the Compensation Committee shall be held from time to time as the Compensation Committee or the Chairman of the Compensation Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

III. RESPONSIBILITIES AND DUTIES

Responsibilities, duties and powers of the Compensation Committee include:

1. Annually reviewing and revising this Charter as necessary with the approval of the Board of Directors.
2. Providing periodic reports to the Board of Directors on compensation matters.
3. Annually reviewing and making recommendations to the Board of Directors upon the recommendation of members of senior management with respect to the Company's overall compensation and benefits philosophies and programs for employees, including base salaries, bonus and any incentive plans, deferred compensation and retirement plans and share purchase or issuance plans including stock options.
4. Annually reviewing and approving corporate goals and objectives relevant to the President and Chief Executive Officer's compensation and evaluating his/her performance in light of those corporate goals and objectives. Based on such evaluation, annually reviewing and making recommendations to the Board of Directors with respect to the Company's compensation and benefit programs for the President and Chief Executive Officer and doing same for other senior officers of ProMIS including base salaries, bonuses or other performance incentives and stock options.
5. Reviewing and making recommendations to the Board of Directors with respect to the implementation or variation of stock option, share purchase plans, compensation and incentive plans and retirement plans.

6. The Compensation Committee shall prepare a report on Executive Compensation on an annual basis in connection with the preparation of the Annual Information Circular or as otherwise required pursuant to applicable securities laws. The Compensation Committee is also responsible to review all other executive compensation disclosure.
7. The Compensation Committee is responsible for reviewing and recommending to the Board the compensation of the Board of Directors including, annual retainer, meeting fees, option grants and other benefits conferred upon the Board of Directors.
8. The Compensation Committee is responsible for viewing and submitting to the Board of Directors as a whole, recommendations concerning executive compensation and compensation plan matters. Unless such matters are delegated specifically to the Compensation Committee, the Compensation Committee shall only make recommendations to the Board of Directors for their consideration and approval, if appropriate. The Board of Directors will have the responsibility to instruct management to implement the directives.
9. The Compensation Committee may engage and compensate any outside advisor that it determines to be necessary from time to time to carry out its responsibilities.

IV. OTHER

On a yearly basis, the Committee will review the Compensation Committee Charter and where appropriate recommend changes to the Board of Directors.

SCHEDULE “A”

The following individuals are considered to have a material relationship with the Company:

- (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
- (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
- (c) an individual who:
 - (i) is a partner of a firm that is the issuer's internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
- (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the issuer's internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
- (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
- (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.