

ProMIS NEUROSCIENCES, INC.

**CHARTER OF THE CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

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

- Assessing the effectiveness of the Board as a whole as well as discuss the contribution of individual members;
- Assessing the Company’s governance;
- Proposing new nominees for appointment to the Board; and
- Orienting new Directors.

II. COMPOSITION AND MEETINGS

The Committee shall be comprised of three or more Directors as determined by the Board, of whom two 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.

The members of the Corporate Governance and Nominating 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 Corporate Governance and Nominating 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 Corporate Governance and Nominating Committee may designate a Chair by majority vote of the full membership of the Corporate Governance and Nominating Committee.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant and will be of contribution to carrying out the mandate of the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee shall meet at least once per annum or more frequently as circumstances require. The Committee may ask members of Management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chair may meet with the Company's external corporate counsel to discuss the Company's corporate governance policies and practices.

Quorum for the transaction of business at any meeting of the Corporate Governance and Nominating Committee shall be a majority of the number of members of the Committee.

Meetings of the Corporate Governance and Nominating Committee shall be held from time to time as the Corporate Governance and Nominating Committee or the Chairman of the 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

The responsibilities, duties and powers of the Corporate Governance and Nominating Committee shall include:

A. Governance Responsibilities

1. Annual review and revision of this Charter as necessary with the approval of the Board of Directors.
2. Review on a periodic basis, the size and composition of the Board of Directors and ensure that an appropriate number of independent Directors sit on the Board.
3. Facilitate the independent functioning and maintain an effective relationship between the Board of Directors and Management of the Company.
4. Assess the effectiveness of the organization of board meetings and the quality of the engagement of the Board, annually, through anonymous peer reviews, and a written assessment of meeting effectiveness.
5. Annually review performance and qualification of existing Directors in connection with their re-election.
6. Assess, at least annually, the effectiveness of the Board of Directors as a whole, Committees of the Board and the contribution of individual directors, including making recommendations where appropriate that sitting Director be removed or not re-appointed.
7. Review the quality of the Company's governance and suggest changes to the Company's governance practices to the Board of Directors as appropriate.

8. Ensure that disclosure and securities compliance policies are in place.

B. Nominating Responsibilities

1. Establish qualifications and skills necessary for members of the Board (as well as skills and competences the Board needs as a whole) and procedures for identifying possible nominees who meet these criteria (and who are likely to bring to the Board the skills and qualifications the Board needs as a whole).
2. Establish an appropriate review selection process for new nominees to the Board of Directors is in place.
3. Establish procedures and approve appropriate orientation and education program for new members of the Board.
4. Analyze the needs of the Board of Directors when vacancies arise on the Board and identify and recommend nominees who meet such needs.

IV. Others

1. The Committee will record minutes of its meetings and report periodically to the Board of Directors.
2. The Committee may from time to time hire and remunerate outside professionals to assist or advise the Committee in carrying out its mandate.
3. On a yearly basis, the Committee will review the Corporate Governance and Nominating Committee Charter and where appropriate recommend changes to the Board of Directors.

Approved by the Board of Directors on December 2, 2005

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.