

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>GORDON MICHAEL S</u>  (Last) (First) (Middle)  <u>C/O TROVE,</u> <u>40 BROAD STREET</u>  (Street) <u>BOSTON MA 02109</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ProMIS Neurosciences Inc. [ PMN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2024</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, no par value	07/31/2024		P <sup>(1)</sup>		465,116	A	(1)	1,575,629	I	By Title 19 Promis <sup>(2)</sup>
Common Shares, no par value	07/31/2024		C <sup>(3)</sup>		500,000	A	(3)	2,075,629	I	By Title 19 Promis <sup>(2)</sup>
Common Shares, no par value								48,333	I	By Title 19 Acies <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Tranche A Common Share Purchase Warrants	(1)(5)	07/31/2024		P		465,116		(1)(5)	(1)(5)	Common Shares	465,116	(1)(5)	465,116	I	See footnote <sup>(2)</sup>
Tranche B Common Share Purchase Warrants	(1)(6)	07/31/2024		P		465,116		(1)(6)	(1)(6)	Common Shares	465,116	(1)(6)	465,116	I	See footnote <sup>(2)</sup>
Tranche C Common Share Purchase Warrants	(1)(7)	07/31/2024		P		465,116		(1)(7)	(1)(7)	Common Shares	465,116	(1)(7)	465,116	I	See footnote <sup>(2)</sup>
Series 2 Preferred Shares, no par value	(3)	07/31/2024		C			500,000	(3)	(3)	Common Shares	500,000	(3)	0	I	See footnote <sup>(2)</sup>

**Explanation of Responses:**

- On July 31, 2024, Title 19 Promis acquired 465,116 units, each consisting of (a) one Common Share, (b) one Tranche A Common Share purchase warrant, (c) one Tranche B Common Share purchase warrant and (iv) one Tranche C Common Share purchase warrant, in a private placement the ("Offering") conducted by the Issuer. The purchase price for each Unit was \$2.15 per Unit.
- By Title 19 Promis, a series of a Delaware limited liability company, of which the Reporting Person is the sole manager.
- The Series 2 Preferred Shares involuntarily converted into Common Shares at a 1:1 ratio upon the closing of the Offering, which was a cumulative qualified equity financing in excess of \$14 million.
- By Title 19 Acies, a series of a Delaware limited liability company, of which the Reporting Person is the sole manager.
- Consists of 465,116 Tranche A purchase warrants, each exercisable to purchase one Common Share at an exercise price of \$2.02 per warrant share. These warrants are immediately exercisable beginning on the date that approval as may be required by the applicable rules and regulations of the Nasdaq Stock Market LLC (or any successor entity) from the shareholders of the Issuer with respect to the issuance of the Tranche A purchase warrants and the Common Shares upon the exercise thereof is received and deemed effective under Ontario law. These warrants expire on the earlier of (i) 18 months and (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 6-month data from the cohorts treated with single ascending doses of PMN310.

6. Consists of 465,116 Tranche B purchase warrants, each exercisable to purchase one Common Share at an exercise price of \$2.02 per warrant share. These warrants are immediately exercisable beginning on the date that such approval as may be required by the applicable rules and regulations of the Nasdaq Stock Market LLC (or any successor entity) from the shareholders of the Issuer with respect to the issuance of the Tranche B purchase warrants and the Common Shares upon the exercise thereof is received and deemed effective under Ontario law. These warrants expire on the earlier of (i) 30 months and (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 12-month data from the cohorts treated with single ascending doses of PMN310.

7. Consists of 465,116 Tranche C purchase warrants, each exercisable to purchase one Common Share at an exercise price of \$2.50 per warrant share. These warrants are currently exercisable and expire on July 31, 2029.

/s/ Michael S. Gordon

08/02/2024

\*\* 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 4 (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.**