FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 |
|--------------------------|-----------|
| Estimated average burder | 1 |
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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

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

| affirmative defense 10b5-1(c). See Ins | conditions of Rule truction 10. | | | | | | | |
|---|---------------------------------|----------|---|--|--|--|--|--|
| 1. Name and Addres Mandel-Brehr | | rson* | 2. Issuer Name and Ticker or Trading Symbol ProMIS Neurosciences Inc. [PMN] | S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/03/2024 | X Director 10% Owner Officer (give title Other (specify below) below) | | | | |
| C/O PROMIS NI SUITE 200, 1920 | | | If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | |
| (Street) TORONTO | A6 | M4S 3E2 | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | _ | | | | | |

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) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
|---------------------------------|--|---|--------------------------|---|--|---------------|-------|--|---|-------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

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) | Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code (In 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative | 9. Number of derivative Securities Beneficially Owned Following Reported | 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 | | Transaction(s) (Instr. 4) | | |
| - 1 | Option (right to buy) | \$1.11 | 10/03/2024 | | A | | 40,000 | | (1) | 10/03/2034 | Common Shares | 40,000 | \$0 | 40,000 | D | |

Explanation of Responses:

1. 33% of the shares subject to this option vested on October 3, 2024, and the balance shall vest ratably over the following 24 months, subject to the Reporting Person's continued service on each such vesting date.

/s/ Max A. Milbury, Attorney in Fact for Josh Mandel-Brehm
** Signature of Reporting Person

10/07/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $^{^{\}star}$ 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).