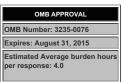
FORM D

• Yet to Be Formed

Notice of Exempt Offering of Securities

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
0001374339	AMORFIX LIFE SCIENCES LTD		Corporation
Name of Issuer	SCIENCES LTD		C Limited Partnership
ProMIS Neurosciences Inc.			C Limited Liability Company
Jurisdiction of Incorporation/Organization	_		C General Partnership
CANADA (FEDERAL LEVEL)			C Business Trust
Year of Incorporation/Organizati	on		C Other
<ul> <li>Over Five Years Ago</li> </ul>			
• Within Last Five Years (Specify Year)			

# 2. Principal Place of Business and Contact Information

Name of Issuer				
ProMIS Neurosciences Inc.				
Street Address 1		Stree	et Address 2	
SUITE 200, 1920 YONGE STRE	ET			
City	State/Province/Country	y	ZIP/Postal Code	Phone No. of Issuer
TORONTO	ONTARIO, CANAD	A	M4S 3E2	415-341-5783

# 3. Related Persons

Last Name		First Name		Middle Name	
		1			
Goldstein		Elliot			
Street Address 1			Street Address 2	2	
SUITE 200, 1920 Y	ONGE STRE	ET			
City		State/Province/Co	ountry	ZIP/Postal Code	
TORONTO		ONTARIO, CA	NADA	M4S 3E2	
Relationship:	Execu	tive Officer	Director	Promoter	
Last Name		First Name		Middle Name	
Williams		Eugene			
Street Address 1			Street Address 2	2 	
Suite 200, 1920 Yonge Street					
City		State/Province/Co	ountry	ZIP/Postal Code	
Toronto ONTARIO,			NADA	M4S 3E2	

Clarification	of	Response	(if	Necessary	)
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Last Name		First Name		Middle Name	
Wyman	]	William			
Street Address 1			Street Address 2	2	
Suite 200, 1920 Yo	ngo Street	]	Street Address /		]
City	iige Street	State/Province/	Country	ZIP/Postal Code	
Toronto	]	ONTARIO, C	-	M4S 3E2	
1010110		Unitadio, e			
Relationship:	Execut	ive Officer	Director	Promoter	
Clarification of Respo	nse (if Necessary	)			
Last Name		First Name		Middle Name	
Roth		Johannes			
Street Address 1			Street Address 2	2	
SUITE 200, 1920 Y	ONGE STREE	ET			
City		State/Province/	Country	ZIP/Postal Code	
TORONTO		ONTARIO, C	CANADA	M4S 3E2	
Relationship:	Execut	ive Officer	Director	Promoter	
	·*		Director	Promoter Promoter	
Relationship: Clarification of Respo	·*		Director	Promoter	
Relationship: Clarification of Respo	·*		Director	Promoter	
	·*		Director	Promoter	
Clarification of Respo	·*		Director	Middle Name	
Clarification of Respo	·*	;) 	Director		
Clarification of Respo Last Name	·*	) First Name	Street Address	Middle Name	
Clarification of Respo Last Name Kirwin	nse (if Necessary	) First Name Patrick		Middle Name	
Clarification of Respo Last Name Kirwin Street Address 1 SUITE 200, 1920 Y	nse (if Necessary	) First Name Patrick	Street Address 2	Middle Name	
Clarification of Respo Last Name Kirwin Street Address 1 SUITE 200, 1920 Y	nse (if Necessary	) First Name Patrick CT State/Province/	Street Address 2	Middle Name	
Clarification of Respo Last Name Kirwin Street Address 1 SUITE 200, 1920 Y	nse (if Necessary	) First Name Patrick	Street Address 2	Middle Name	
Clarification of Respo	nse (if Necessary	) First Name Patrick CT State/Province/	Street Address 2	Middle Name	
Clarification of Respo	ONGE STREE	) First Name Patrick ET State/Province/ IONTARIO, C ive Officer	Street Address 7	Middle Name	
Clarification of Respo	ONGE STREE	) First Name Patrick ET State/Province/ IONTARIO, C ive Officer	Street Address 7	Middle Name	
Clarification of Respo	ONGE STREE	) First Name Patrick ET State/Province/ IONTARIO, C ive Officer	Street Address 7	Middle Name	
Clarification of Respo	ONGE STREE	) First Name Patrick ET State/Province/ IONTARIO, C ive Officer	Street Address 7	Middle Name	
Clarification of Respo	ONGE STREE	) First Name Patrick T State/Province/ ive Officer )	Street Address 7	Middle Name D ZIP/Postal Code M4S 3E2 Promoter	
Last Name Last Name Kirwin Gitreet Address 1 SUITE 200, 1920 Y City TORONTO Relationship: Clarification of Respo	ONGE STREE	) First Name Patrick T State/Province/ ive Officer ) First Name	Street Address 7	Middle Name	
Last Name Last Name Kirwin Greet Address 1 SUITE 200, 1920 N City TORONTO Relationship: Clarification of Respo Last Name Last Name Cashman	ONGE STREE	) First Name Patrick T State/Province/ ive Officer )	Street Address 7	Middle Name  ZIP/Postal Code  Middle Name  Middle Name	
Larification of Respo	Inse (if Necessary	) First Name Patrick T State/Province/ ive Officer ) First Name Neil	Street Address 7	Middle Name  ZIP/Postal Code  Middle Name  Middle Name	
Clarification of Respo	Inse (if Necessary	) First Name Patrick T State/Province/ ive Officer ) First Name Keil T T	Street Address 2	Middle Name  ZIP/Postal Code  M4S 3E2  Middle Name  Middle Name	
Clarification of Respo	Inse (if Necessary	First Name Patrick T State/Province/ First Name First Name Neil State/Province/	Street Address 7	Middle Name          ZIP/Postal Code         Middle Name         Middle Name         Middle Name         ZIP/Postal Code	
Clarification of Respo	Inse (if Necessary	) First Name Patrick T State/Province/ ive Officer ) First Name Keil T T	Street Address 7	Middle Name  ZIP/Postal Code  M4S 3E2  Middle Name  Middle Name	
Larification of Respo	Inse (if Necessary	First Name Patrick T State/Province/ First Name First Name Neil State/Province/	Street Address 7	Middle Name          ZIP/Postal Code         Middle Name         Middle Name         Middle Name         ZIP/Postal Code	
Larification of Respo	ONGE STREE	First Name Patrick T State/Province/ First Name First Name Neil State/Province/	Street Address 7	Middle Name          ZIP/Postal Code         Middle Name         Middle Name         Middle Name         ZIP/Postal Code	

Last Name	First Name	Middle Name
Gregory	regory	
Street Address 1	Street Address 2	1
SUITE 200, 1920 YONGE STRE	ET	
City	State/Province/Country	ZIP/Postal Code
TORONTO	ONTARIO, CANADA	M4S 3E2
Relationship:	tive Officer Director	Promoter
Clarification of Response (if Necessar	y)	
Last Name	First Name	Middle Name
Giovinazzo	Anthony	
Street Address 1	Street Address 2	
SUITE 200, 1920 YONGE STRE		ZIP/Postal Code
City TORONTO	State/Province/Country ONTARIO, CANADA	M4S 3E2
	Olliano, callaba	1113 312
Relationship: Execu	tive Officer Director	Promoter
Clarification of Response (if Necessar	v)	
	<i>、</i> ,	
Last Name	First Name	Middle Name
Geffken	Daniel E.	
Street Address 1	Street Address 2	
SUITE 200, 1920 YONGE STRE	ET	
City	State/Province/Country	ZIP/Postal Code
TORONTO	ONTARIO, CANADA	M4S 3E2
Relationship: Execu	tive Officer Director	Promoter
Clarification of Response (if Necessar	y)	
Lost Nome	Einst Name	Middle News
Last Name	First Name	Middle Name
Kaplan		
Street Address 1 SUITE 200, 1920 YONGE STRE	Street Address 2	]
City	State/Province/Country	ZIP/Postal Code
TORONTO	ONTARIO, CANADA	M4S 3E2
Relationship:	tive Officer Director	Promoter
Clarification of Response (if Necessar	y)	

Street Address 1		Street Address	2	
SUITE 200, 1920 YONG	GE STREET			
City	State/Provinc	ce/Country	ZIP/Postal Code	
TORONTO ONTARIO, CAN		, CANADA	M4S 3E2	
Relationship:	Executive Officer	Director	Promoter	
Clarification of Response (if	Necessary)			

## 4. Industry Group

## C Agriculture

## **Banking & Financial Services**

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund

Other Banking & Financial C Services

### C Business Services

### Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

## 5. Issuer Size

### **Revenue Range**

- C No Revenues
- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- $\odot$ Decline to Disclose
- C Not Applicable

0 Construction

C Commercial

Health Care

C

C Manufacturing

Real Estate

Biotechnology

C Health Insurance

C Hospitals & Physicians

Pharmaceuticals

O Other Health Care

- C **REITS & Finance**
- C Residential
- C Other Real Estate

- C Retailing
- C Restaurants

## Technology

- C Computers
- C Telecommunications
- C Other Technology

## Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel
- C Other

C

- Aggregate Net Asset Value Range
- C No Aggregate Net Asset Value
- C \$1 - \$5,000,000
  - \$5,000,001 \$25,000,000
- 0 \$25,000,001 - \$50,000,000
- C \$50,000,001 - \$100,000,000
- 0 Over \$100,000,000
- C Decline to Disclose
- 0 Not Applicable

	6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)					
Γ	Rule 504(b)(1) (not (i), (ii) or (iii))		Rule 505			
	Rule 504 (b)(1)(i)		Rule 506(b)			
	Rule 504 (b)(1)(ii)		Rule 506(c)			
	Rule 504 (b)(1)(iii)		Securities Act Section 4	(a)(5)		
			Investment Company A	act Section 3(c)		

7.	Type of F	ïling		
~	New Notice	Date of First Sale	2019-11-15	First Sale Yet to Occur
Γ	Amendment			

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

• Yes O No

9. Type(s) of Securitie	es Offered (select all that apply)
Pooled Investment Fund Interests	Equity
Tenant-in-Common Securities	Debt
Mineral Property Securities	Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)
	666,666 Units at US\$0.15 per Unit (comprised of one common share and one common share purchase warrant, exercisable into a share at C\$0.35 until Nov. 15, 2024).
10. Business Combin	ation Transaction
Is this offering being made in connec transaction, such as a merger, acquis	tion with a business combination C Ves C No
Clarification of Response (if Necessa	ry)
11. Minimum Investm	ent
Minimum investment accepted from	any outside \$
investor	
12. Sales Compensat	ion
Recipient	Recipient CRD Number
(Associated) Broker or Dealer	None (Associated) Broker or Dealer CRD None Number
Street Address 1	Street Address 2
City	State/Province/Country ZIP/Postal Code
State(s) of Solicitation	

# 13. Offering and Sales Amounts

Total Offering Amount	\$ 273333	USD	Indefinite
Total Amount Sold	\$ 99999	USD	
Total Remaining to be Sold	\$ 173334	USD	Indefinite

Clarification	of Response	(if Necessary

Total Offering Amount equals Units price (6666666 x \$0.15) plus
exercise price of underlying Warrants (6666666 x \$0.26(C\$0.35*)).
No guarantee that the Warrants, expiring 11/15/2024, will be
exercised. *Based on exchange rate of US\$1:C\$1.3231 on
11/15/2019.

# 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,



not quality as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expense	15.	Sales	Commissions	&	Finders'	Fee	s Expense
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Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$	0	USD	Estimate
Finders' Fees \$	0	USD	Estimate
Clarification of Response (if Necessary)			

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

	\$	USD	Estimate
Clarification of Response (if Necessary)			
Signature and Submission			

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the sister of the state in which the sister maintains its principal place of business or any State in which the sister maintains its principal place of business or any State in which the sister maintains its principal place of business or any State in which the sister maintains its principal place of business or any State in which the sister maintains is principal place of business or any State in which the sister maintains is principal place of business or any State in which the sister maintains is principal place of business or any State in which the sister maintains is principal place of business or any State in which the sister maintains is principal place of business or any State in which the sister maintains is principal place business or any State in which
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ProMIS Neurosciences Inc.	/s/ Elliot Goldstein	Elliot Goldstein	CEO and President	2019-11-20