

ProMIS NEUROSCIENCES, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Compensation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) 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 Director 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 two or more directors as determined by the Board of Directors, each of whom shall be “Independent Directors” (as defined in Schedule “A”), taking into the account the rules and regulations of any securities regulatory authorities and/or stock exchanges that may be applicable to the Company. All members of the Committee must meet all requirements and guidelines for compensation committee service as specified in applicable securities and corporate laws and the rules and regulations of the Toronto Stock Exchange, the Nasdaq Stock Market LLC, or any other stock exchange on which the Company’s securities are listed or quoted from time to time. The foregoing requirements are subject to any exemptions, exceptions, cure periods or phase-in accommodations that may be available to the Company under applicable securities laws and stock exchange rules. Each Compensation Committee 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.

In affirmatively determining the independence of any Director who will serve on the Compensation Committee, the Board must consider all factors specifically relevant to determining whether a Director has a relationship to the Company which is material to that Director’s ability

to be independent from Management in connection with the duties of a Compensation Committee member, including, but not limited to: (i) the source of compensation of such Director, including any consulting, advisory or other compensatory fee paid by the Company to such Director; and (ii) whether such Director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

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, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into account the following factors: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee; (v) any securities of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel or other adviser to the person employing the adviser with an Executive Officer of the Company; provided, however, that the Compensation Committee is not required (a) to retain a compensation consultant, legal counsel or other adviser that is independent, or (b) to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser, and may exercise its own judgment in fulfillment of the duties of the Compensation Committee.

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 the Company including base salaries, bonuses or other performance incentives and stock options. The Chief Executive Officer may not be present during any voting or deliberations on his or her compensation.
5. Reviewing and making recommendations to the Board of Directors with respect to the implementation or variation of stock option, share purchase, compensation, incentive and retirement plans.
6. The Compensation Committee shall review and approve a report on Executive Compensation on an annual basis in connection with the preparation of materials to be provided to shareholders in connection with the Company's annual shareholder meeting or as otherwise required pursuant to any applicable securities laws or exchange rules. 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.

IV. OTHER

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

Adopted by the Board on December 30, 2023.

SCHEDULE "A"

Capitalized terms used in this Charter and not otherwise defined have the meaning attributed to them below:

"Executive Officer" means the Company's president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company.

"Family Member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

"Independent Director"¹ is "independent" as the term is defined in Nasdaq Rule 5605(a)(2), as may be amended from time to time, and being a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. The following persons shall not be considered independent:

- (a) a Director who is, or at any time during the past three years was, employed by the Company;
- (b) a Director who accepted or who has a Family Member who accepted any compensation from the Company in excess of US\$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - (i) compensation for board or board committee service;
 - (ii) compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Company; or
 - (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation

Provided, however, that in addition to the requirements contained in this paragraph (B), audit committee members are also subject to additional, more stringent requirements under Rule 5605(c)(2).

- (c) a Director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an Executive Officer;

- (d) a Director who is, or has a Family Member who is, a partner in, or a controlling Shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or US\$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in the Company's securities; or
 - (ii) payments under non-discretionary charitable contribution matching programs.
- (e) a Director of the Company who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Company serve on the compensation committee of such other entity; or
- (f) a Director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.