

ProMIS NEUROSCIENCES, INC.

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

I. PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of ProMIS Neurosciences, Inc. (the “Company”). Its primary function is to assist the Board 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 two or more Directors as determined by the Board, all of whom shall be an “Independent Director” (as defined in Schedule “A”), taking into 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 nominating 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.

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 Committee 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. 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.
2. Facilitate the independent functioning and maintain an effective relationship between the Board of Directors and Management of the Company.
3. 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.
4. Annually review performance and qualifications of existing Directors in connection with their re-election.
5. 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 a sitting Director be removed or not re-appointed.
6. Review the quality of the Company's governance and suggest changes to the Company's governance practices to the Board of Directors as appropriate.
7. 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 competencies 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 programs 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.
5. Consider the diversity of Board composition and the applicable diversity objectives or requirements of any applicable law or exchange rule, and where required, draft any necessary public disclosure relating to the Company's Board diversity in light of any applicable law or exchange rule.

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 30, 2023

SCHEDULE "A"

DEFINITIONS

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 means a Director that is "independent" as the term is defined in Nasdaq Rule 5605(a)(2), as may be amended from time to time, and is 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.