

ProMIS NEUROSCIENCES, INC.

WHISTLEBLOWER POLICY

The purpose of this policy is to establish procedures for (a) the receipt, retention, and treatment of complaints received by ProMIS Neurosciences, Inc. (the “Company”) regarding accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics; and (b) the submission by employees of the Company, on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations of the Company’s Code of Business Conduct and Ethics. This policy applies to all directors, officers, employees, consultants and advisors of the Company and its subsidiaries.

The purpose of this policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any employee who (i) reports complaints to the Audit Committee regarding accounting, internal accounting controls, auditing matters, or violations to the Company’s Code of Business Conduct and Ethics (ii) and/or provides information or otherwise assists in an investigation or proceeding regarding any conduct which they reasonably believe to be a violation of securities laws; laws regarding fraud; the rules or regulations of any applicable securities regulatory authorities (the “Securities Regulators”) and the rules of any stock exchange (the “Exchange”) on which any securities of the Company may be listed from time to time; any provision of law relating to fraud against shareholders; or the commission or possible commission of a criminal offence. Everyone at the Company is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this policy. No officer, employee, agent, contractor or subcontractor of this Company has the authority to engage in any conduct prohibited by this policy.

The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. Persons with good faith concerns or complaints related to such rules and practices should report such in accordance with this policy. This policy is intended to be compliant with Section 301 of the Sarbanes-Oxley Act of 2002 and Section 922 of the Dodd-Frank Act of 2010.

Procedures for the Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls, Auditing Matters or Violations to the Code of Business Conduct and Ethics.

The Audit Committee has adopted the following procedures:

1. Management of the Company shall promptly forward to the Audit Committee any complaints regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
2. Any employee of the Company may, without fear of reprisal of any kind, submit on a good faith basis, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics. Any such concerns may be submitted on a confidential, anonymous

basis¹ if the employee so desires. All such concerns shall be set forth in writing and forwarded in a sealed envelope to the Chairman of the Audit Committee in an envelope labeled with a legend such as “CONFIDENTIAL: To be opened only by the Audit Committee”. Any document setting forth such concerns should be addressed to Audit Committee Chair,² c/o ProMIS Neurosciences, Inc., 1920 Yong Street, Suite 200, Toronto, ON M4S 3E2. Such concerns should be factual rather than speculative or conclusory, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the concerns raised. If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. If any such envelope is received by Management, it shall be forwarded promptly and unopened to the Chairman of the Audit Committee.

3. Following the receipt of any complaints submitted hereunder, the Audit Committee will make a determination as to whether a reasonable basis exists for commencing an investigation into the activity alleged in the complaint or concern. If the Audit Committee concludes that an investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the allegations.
4. The Audit Committee, or its designee, shall investigate each matter reported that raises what appears to be a legitimate and good faith complaint or concern. The Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as may determine to be appropriate or necessary, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
5. The Audit Committee shall report any legal or regulatory non-compliance to Management and ensure that Management takes corrective action including, where appropriate, reporting any violation to relevant governmental authorities. The Audit Committee may also direct corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.
6. The Audit Committee shall retain as a part of the records of the Audit Committee any such complaints or concerns for a period of no less than seven (7) years.

Protection Against Retaliation or Harassment for Good Faith Reporting of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls, Auditing Matters or Violations to the Code of Business Conduct and Ethics.

The Board of Directors declares that it is the intent of this policy to protect:

1. any employee who legitimately and in good faith discloses an alleged violation of the securities laws, the laws regarding fraud, the rules or regulations of the Securities Regulators and the Exchange, or any provision of law relating to fraud against shareholders to a regulatory or law enforcement agency, any person with supervisory authority over the employee, or any other person working for the Company who has the authority to investigate, discover or terminate conduct prohibited by this policy;
2. any employee who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under the securities laws, the laws regarding fraud, the rules or regulations of the Securities Regulators, or any provision of federal, state or provincial law pertaining to fraud against shareholders;
3. any employee who legitimately and in good faith provides to a law enforcement officer any truthful information relating to the commission or possible commission of any criminal offence; or
4. any employee who in good faith submits any complaint to the Audit Committee, regarding financial statements disclosures, accounting, internal accounting controls, auditing matters or violations to the Company's Code of Business Conduct and Ethics in accordance with the procedures set out above.

If an employee legitimately and in good faith engages in any of the activities listed above, the Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against them in the terms or conditions of employment because of that activity. However, since such allegation of impropriety may result in serious personal repercussions for the target person or entity, the employee making the allegation of impropriety should have reasonable and probable grounds before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation.

Procedures for the Submission of Complaints or Concerns Regarding Prohibited Retaliation

The Board of Directors has adopted the following procedures:

1. Any employee who legitimately and in good faith believes that they have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct which may be prohibited by this policy is strongly encouraged to report immediately the facts forming the basis of that belief or knowledge to their supervisor, to the Chairman of the Audit Committee of the Company. Any employee who receives such a complaint or witnesses any conduct which they legitimately and in good faith believe may be prohibited by this policy must immediately notify their supervisor and the Chief Executive Officer and the Chairman of the Audit Committee.

2. Upon receiving a complaint, Chairman of the Audit Committee will promptly conduct or mandate any officer of the Company or any other person to conduct a thorough investigation. It is the obligation of all employees to cooperate in such investigation. Those responsible for the investigation will maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies.
3. The investigation generally will include, but will not be limited to, discussion with the complaining employee (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, if appropriate.
4. In the event that an investigation establishes that an employee has engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this policy, the Company will take immediate and appropriate corrective action up to and including termination of that employee's employment.
5. In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable basis, that complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.

Policy Review and Procedure of Inquiries

1. This Whistleblower Policy will be reviewed by the Audit Committee annually and updated as required.
2. Any questions with respect to the general application of this Whistleblower Policy should be made to the Chief Executive Officer of the Company.

Adopted by the Board of Directors April 21, 2022