0001374339--12-312024Q2false116666711666670000000UnlimitedUnlimited116666711666671166667189611161888525418961116188852541 8.0018.0012.000false0001374339pmn:CanadianDollarDenominatedgaap:MeasurementInputRiskFreeInterestRateMember2024-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:MeasurementInputPriceVolatilityMember2024-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:MeasurementInputExpectedTermMember2024-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:MeasurementInputExercisePriceMember2024-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:MeasurementInputRiskFreeInterestRateMember2023-12-310001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:MeasurementInputPriceVolatilityMember2023-12-310001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:MeasurementInputExpectedTermMember2023-12-310001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:MeasurementInputExercisePriceMember2023-12-310001374339us-gaap:CommonStockMember2024-01-012024-06-300001374339us-gaap:RetainedEarningsMember2024-06-300001374339us-gaap:AdditionalPaidInCapitalMember2024-06-300001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-06-300001374339us-gaap:RetainedEarningsMember2024-03-310001374339us-gaap:AdditionalPaidInCapitalMember2024-03-310001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-03-3100013743922024-03-310001374339us-gaap:RetainedEarningsMember2023-12-310001374339us-gaap:AdditionalPaidInCapitalMember2023-12-310001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-12-310001374339us-gaap:RetainedEarningsMember2023-06-300001374339us-gaap:AdditionalPaidInCapitalMember2023-06-300001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-06-300001374339us-gaap:RetainedEarningsMember2023-03-310001374339us-gaap:AdditionalPaidInCapitalMember2023-03-310001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-03-3100013743922023-03-310001374339us-gaap:RetainedEarningsMember2022-12-310001374339us-gaap:AdditionalPaidInCapitalMember2022-12-310001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2022-12-310001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:NonoperatingIncomeExpenseMember2024-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:NonoperatingIncomeExpenseMember2023-12-310001374339pmn:Series2PreferredStockMemberus-gaap:PreferredStockMember2024-06-300001374339us-gaap:CommonStockMember2024-06-300001374339pmn:Series2PreferredStockMemberus-gaap:PreferredStockMember2024-03-310001374339us-gaap:CommonStockMember2024-03-310001374339pmn:Series2PreferredStockMemberus-gaap:PreferredStockMember2023-12-310001374339us-gaap:CommonStockMember2023-12-310001374339pmn:Series1PreferredStockMemberus-gaap:PreferredStockMember2023-06-300001374339us-gaap:CommonStockMember2023-06-300001374339pmn:Series1PreferredStockMemberus-gaap:PreferredStockMember2023-03-310001374339us-gaap:CommonStockMember2023-03-310001374339pmn:Series1PreferredStockMemberus-gaap:PreferredStockMember2022-12-310001374339us-gaap:CommonStockMember2022-12-310001374339currency:USD2023-12-310001374339currency:CAD2023-12-310001374339pmn:StockOptionPlan2007Member2024-06-300001374339pmn:StockOptionPlan2007Member2023-12-310001374339currency:CAD2023-01-012023-12-310001374339pmn:StockOptionPlan2007Member2024-01-012024-06-300001374339us-gaap:RelatedPartyMember2024-01-012024-06-300001374339us-gaap:RelatedPartyMember2023-01-012023-06-300001374339srt:MaximumMemberpmn:TrancheBCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001374339srt:MaximumMemberpmn:TrancheaCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001374339pmn:TrancheCCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001374339pmn:AtMarketOfferingMember2024-04-012024-06-300001374339pmn:AtMarketOfferingMember2024-01-012024-06-300001374339pmn:Series2PreferredStockMemberus-gaap:SubsequentEventMember2024-07-310001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-04-012023-06-300001374339us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-01-012023-06-300001374339us-gaap:RetainedEarningsMember2024-04-012024-06-300001374339us-gaap:RetainedEarningsMember2024-01-012024-06-300001374339us-gaap:RetainedEarningsMember2023-04-012023-06-300001374339us-gaap:RetainedEarningsMember2023-01-012023-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:WarrantMember2024-06-300001374339pmn:UnitedStatesDollarDenominatedWarrantsMemberus-gaap:WarrantMember2023-12-310001374339pmn:UnitedStatesDollarDenominatedWarrantsMemberus-gaap:WarrantMember2022-12-310001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:WarrantMember2024-01-012024-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:WarrantMember2023-01-012023-12-310001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:NonoperatingIncomeExpenseMember2024-01-012024-06-300001374339currency:USD2024-06-300001374339currency:CAD2024-06-300001374339currency:CAD2024-01-012024-06-300001374339us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001374339us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001374339pmn:Series2PreferredStockMemberus-gaap:SubsequentEventMember2024-07-012024-07-310001374339pmn:AtMarketOfferingMember2023-09-300001374339pmn:PreFundedWarrantsMember2024-06-300001374339pmn:TrancheCCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:TrancheBCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:TrancheaCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:PreFundedWarrantsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:November2025Memberpmn:WarrantExercisePrice12.00Member2024-06-300001374339pmn:November2024Memberpmn:WarrantExercisePrice18.00Member2024-06-300001374339pmn:February2029Memberpmn:ExercisePriceUsd1.75Member2024-06-300001374339pmn:December2024Memberpmn:WarrantExercisePrice18.00Member2024-06-300001374339pmn:August2026Memberpmn:WarrantExercisePriceUsd9.60Member2024-06-300001374339pmn:August2026Memberpmn:WarrantExercisePriceUsd12.60Member2024-06-300001374339pmn:April2028Memberpmn:ExercisePriceUsd7.50Member2024-06-300001374339pmn:April2028Memberpmn:ExercisePriceUsd6.10Member2024-06-300001374339pmn:WarrantExercisePrice18.00Member2024-06-300001374339pmn:ExercisePriceUsd0.01Member2024-06-300001374339pmn:WarrantExercisePrice28.80Member2024-01-310001374339srt:MinimumMemberpmn:CanadianDollarDenominatedWarrantsMember2023-07-010001374339srt:MaximumMemberpmn:CanadianDollarDenominatedWarrantsMember2023-07-010001374339pmn:CanadianDollarDenominatedWarrantsMember2023-12-310001374339us-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001374339us-gaap:FairValueMeasurementsRecurringMember2024-06-300001374339us-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001374339us-gaap:FairValueMeasurementsRecurringMember2023-12-310001374339us-gaap:WarrantMember2024-01-012024-06-300001374339us-gaap:EmployeeStockOptionMember2024-01-012024-06-300001374339pmn:Series2ConvertiblePreferredStockMember2024-01-012024-06-300001374339pmn:DeferredShareUnitsMember2024-01-012024-06-300001374339us-gaap:WarrantMember2023-01-012023-06-300001374339us-gaap:EmployeeStockOptionMember2023-01-012023-06-300001374339pmn:Series1ConvertiblePreferredStockMember2023-01-012023-06-300001374339pmn:DeferredShareUnitsMember2023-01-012023-06-300001374339us-gaap:ResearchAndDevelopmentExpenseMember2024-04-012024-06-300001374339us-gaap:GeneralAndAdministrativeExpenseMember2024-04-012024-06-300001374339us-gaap:ResearchAndDevelopmentExpenseMember2024-01-012024-06-300001374339us-gaap:GeneralAndAdministrativeExpenseMember2024-01-012024-06-300001374339us-gaap:ResearchAndDevelopmentExpenseMember2023-04-012023-06-300001374339us-gaap:GeneralAndAdministrativeExpenseMember2023-04-012023-06-300001374339us-gaap:ResearchAndDevelopmentExpenseMember2023-01-012023-06-300001374339us-gaap:GeneralAndAdministrativeExpenseMember2023-01-012023-06-300001374339us-gaap:AdditionalPaidInCapitalMember2023-04-012023-06-300001374339us-gaap:AdditionalPaidInCapitalMember2023-01-012023-06-300001374339pmn:VendorMember2024-03-310001374339pmn:VendorMember2023-12-310001374339pmn:VendorMember2023-05-310001374339pmn:TrancheBCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001374339pmn:TrancheaCommonShareWarrantMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001743392023-01-012023-12-310001374339currency:USD2024-01-012024-06-300001743922016-04-012016-04-300001374339pmn:CollaborativeResearchAgreementMember2022-01-310001374339pmn:CollaborativeResearchAgreementMember2016-04-300001374339pmn:PreFundedUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001374339pmn:CommonShareUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001374339pmn:Series2PreferredStockMember2023-11-300001374339pmn:StockOptionPlan2007Member2015-06-012015-06-300001374339pmn:CanadianDollarDenominatedWarrantsMember2023-07-012023-07-010001374339pmn:TrancheCCommonShareWarrantMemberpmn:PreFundedUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:TrancheCCommonShareWarrantMemberpmn:CommonShareUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:TrancheBCommonShareWarrantMemberpmn:PreFundedUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:TrancheBCommonShareWarrantMemberpmn:CommonShareUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:TrancheaCommonShareWarrantMemberpmn:PreFundedUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:TrancheaCommonShareWarrantMemberpmn:CommonShareUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:PreFundedUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-260001374339pmn:CommonShareUnitsMemberus-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-2600013743392023-04-012023-06-300001374339pmn:CanadianDollarDenominatedWarrantsMemberus-gaap:WarrantMember2023-01-012023-06-300001374339pmn:UnitedStatesDollarDenominatedWarrantsMemberus-gaap:WarrantMember2023-01-012023-06-300001374339pmn:UbcAgreementMember2024-06-300001374392023-09-300001374339pmn:WarrantExercisePrice18.00Member2024-01-012024-06-300001374339pmn:WarrantExercisePrice28.80Member2024-01-012024-01-3100013743392023-01-012023-06-300001374339us-gaap:AdditionalPaidInCapitalMember2024-04-012024-06-300001374392024-04-012024-06-300001374339us-gaap:AdditionalPaidInCapitalMember2024-01-012024-06-300001374339pmn:UbcAgreementMember2024-01-012024-06-300001374339pmn:UbcAgreementMember2023-01-012023-06-300001374339us-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-262024-07-260001374339us-gaap:SubsequentEventMemberpmn:July2024PrivatePlacementMember2024-07-012024-07-310001374339pmn:UnitedStatesDollarDenominatedWarrantsMember2023-07-012023-07-010001374392024-06-3000013743392023-12-3100013743392024-08-0700013743392024-01-012024-06-30pmn:Yxbrli:sharesiso4217:USDiso4217:CADpmn:Votexbrli:pureiso4217:USDxbrli:sharesiso4217:CADxbrli:sharespmn:Dpmn:segmentTable of Contentsâ€‹â€‹UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORMÂ 10-Q(Mark One)â˜’QUARTERLY REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934 â€‹For the quarterly period ended June 30, 2024ORâ˜TRANSITION REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TOâ€‹Commission File Number 001-41429PROMIS NEUROSCIENCESÂ INC.(Exact name of Registrant as specified in its Charter)â€‹Ontario, CanadaÂ Â Â Â 98-0647155(State or other jurisdiction ofincorporation or organization)â€‹(I.R.S. EmployerIdentification No.)SuiteÂ 200, 1920 Yonge Streetâ€‹â€‹â€‹â€‹Toronto, Ontario â€‹M4S 3E2(Address of principal executive offices)â€‹(Zip Code)â€‹Registrantâ€™s telephone number, including area code: 416-847-6898Securities registered pursuant to SectionÂ 12(b)Â of the Act:â€‹â€‹â€‹â€‹Title of each classÂ Â Â Â TradingSymbol(s)Â Â Â Â Â Name of each exchange on which registeredCommon Shares, no par value per shareâ€‹PMNâ€‹The Nasdaq Capital Marketâ€‹Indicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d)Â of the Securities Exchange Act of 1934 during the preceding 12Â months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90Â days. Â Â Yes Â â˜’ Â Â No Â â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to RuleÂ 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12Â months (or for such shorter period that the registrant was required to submit such files). Â Â Yes Â â˜’ Â Â No Â â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act.â€‹Large accelerated filerÂ Â Â Â â˜Â Â Â Â Accelerated filerÂ Â Â Â â˜Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹Non-accelerated filerâ€‹â˜’â€‹Smaller reporting companyâ€‹â˜’â€‹â€‹â€‹â€‹â€‹â€‹â€‹Emerging growth companyâ€‹â˜’â€‹â€‹â€‹â€‹â€‹If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to SectionÂ 13(a)Â of the Exchange Act. â˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12b-2 of the Exchange Act). Â Yes Â â˜ Â Â No Â â˜’As of August 7, 2024, the registrant had 29,885,452 Common Shares outstanding.â€‹â€‹â€‹â€‹Table of ContentsTable of Contentsâ€‹â€‹Â PageÂ PART IFINANCIAL INFORMATION3Item 1.Condensed Consolidated Financial Statements (unaudited)3â€‹Condensed Consolidated Balance Sheets3â€‹Condensed Consolidated Statements of Operations and Comprehensive Loss4â€‹Condensed Consolidated Statements of Changes in Shareholdersâ€™ (Deficit) Equity 5â€‹Condensed Consolidated Statements of Cash Flows7â€‹NotesÂ to Unaudited Condensed Consolidated Financial Statements8Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations21Item 3.Quantitative and Qualitative Disclosures About Market Risk30Item 4.Controls and Procedures31â€‹â€‹â€‹PART IIOTHER INFORMATION31Item 1.Legal Proceedings31Item 1A.Risk Factors32Item 2.Unregistered Sales of Equity Securities and Use of Proceeds32Item 3.Defaults Upon Senior Securities32Item 4.Mine Safety Disclosures32Item 5.Other Information32Item 6.Exhibits33Signaturesâ€‹34â€‹â€‹â€‹â€‹Table of ContentsDISCLOSURE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q contains statements that we believe are, or may be considered to be, â€œforward-looking statements.â€ Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on current beliefs, expectations or assumptions regarding the future of the business, future plans and strategies, operational results and other future conditions of the Company. All statements other than statements of historical fact included in this Quarterly Report on Form 10-Q regarding the prospects of our industry or our prospects, plans, financial position or business strategy may constitute forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking words such as â€œplans,â€ â€œexpectsâ€ or â€œdoes not expect,â€ â€œis expected,â€ â€œlook forward to,â€ â€œbudget,â€ â€œscheduled,â€ â€œestimates,â€ â€œforecasts,â€ â€œwill continue,â€ â€œintends,â€ â€œthe intent of,â€ â€œhave the potential,â€ â€œanticipates,â€ â€œdoes not anticipate,â€ â€œbelieves,â€ â€œshould,â€ â€œshould not,â€ or variations of such words and phrases that indicate that certain actions, events or results â€œmay,â€ â€œcould,â€ â€œwould,â€ â€œmight,â€ or â€œwill,â€ â€œbe taken,â€ â€œoccur,â€ or â€œbe achieved,â€ or the negative of these terms or variations of them or similar terms. Furthermore, forward-looking statements may be included in various filings that we make with the Securities and Exchange Commission (â€œSECâ€) or press releases or oral statements made by or with the approval of one of our authorized executive officers. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements.Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to:â—the anticipated amount, timing and accounting of contingent, milestone, royalty and other payments under licensing or collaboration agreements;â—tax positions and contingencies; â—research and development costs; â—compensation and other selling, general and administrative expense;â—foreign currency exchange risk;â—estimated fair value of assets and liabilities; and

impairment assessments;â—patent terms, patent term extensions, patent office actions and expected availability and period of regulatory exclusivity;â—our plans and investments in our portfolio as well as implementation of our corporate strategy;â—the risk that the Company will maintain sufficient liquidity to execute its business plan and its ability to continue as a going concern;â—our expected use of proceeds from sales of our common shares in â€œat-the-marketâ€ offerings and the period over which such proceeds, together with existing cash, will be sufficient to meet our operating needs;â—the drivers for growing our business, including our plans and intention to commit resources relating to discovery, research and development programs and business development opportunities as well as the potential benefits and results of, and the anticipated completion of, certain business development transactions;â—the expectations, development plans and anticipated timelines, including costs and timing of potential clinical trials, filings and approvals, of our products candidates and pipeline programs, including collaborations with third-parties, as well as the potential therapeutic scope of the development and commercialization of our and our collaboratorsâ€™ pipeline product candidates, if approved;â—the timing, outcome and impact of administrative, regulatory, legal and other proceedings related to our patents and other proprietary and intellectual property rights, tax audits, assessments and settlements, pricing matters, sales and promotional practices, product liability and other matters;â—our ability to finance our operations and business initiatives and obtain funding for such activities;â—the direct and indirect impact of health crises on our business and operations, including expenses, reserves and allowances, the supply chain, manufacturing, cyber-attacks or other privacy or data security incidents, research and development costs, clinical trials and employees;â€‹Table of Contentsâ—the impact of global financial, economic, political and health events, such as rising inflation, market volatility and fluctuating interest rates;â—the potential impact of healthcare reform in the United States and measures being taken worldwide designed to reduce healthcare costs and limit the overall level of government expenditures, including the impact of pricing actions and reduced reimbursement for our product candidates, if approved;â—the impact of the continued uncertainty of the credit and economic conditions in certain countries and our collection of accounts receivable in such countries;â—the risk that we become characterized as a passive foreign investment company;â—our ability to prevent and successfully remediate any significant deficiencies or material weaknesses in internal controls over financial reporting;â—lease commitments, purchase obligations and the timing and satisfaction of other contractual obligations; andâ—the impact of new laws, including tax, regulatory requirements, judicial decisions and accounting standards.â€‹By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements. Risks, uncertainties and other factors which may cause the actual results, performance or achievements of ProMIS Neurosciences Inc. (the â€œCompanyâ€), as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information and statements include, but are not limited to, the risks described under the heading â€œRisk Factors Summaryâ€ and in Item 1Aâ€”â€œRisk Factorsâ€ in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on April 1, 2024 (the â€œForm 10-Kâ€) as well as the risks described in Item 1Aâ€”â€œRisk Factorsâ€ in subsequently filed Quarterly Reports on Form 10-Q.Readers are cautioned not to place undue reliance on any forward-looking statements contained in this Quarterly Report on Form 10-Q, which reflect managementâ€™s opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements. You are advised, however, to consult any additional disclosures we make in our reports to the SEC. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this Quarterly Report on Form 10-Q.â€‹â€‹â€‹Table of ContentsPART Iâ€”FINANCIAL INFORMATIONItem 1. Financial Statements.PROMIS NEUROSCIENCESÂ INC.Condensed Consolidated Balance Sheets(expressed in US dollars, except share amounts) (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹JuneÂ 30,Â â€‹DecemberÂ 31,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Assetsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Current assets:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cashâ€‹$ 992,463â€‹$ 12,598,146â€‹Short-term investmentsâ€‹Â 32,358â€‹Â 32,358â€‹Prepaid expenses and other current assetsâ€‹Â 384,776â€‹Â 988,641â€‹Total current assetsâ€‹Â 1,409,597â€‹Â 13,619,145â€‹Total assetsâ€‹$ 1,409,597â€‹$ 13,619,145â€‹Liabilities and Shareholders' (Deficit) Equity â€‹Â Â Â â€‹Â Â Â â€‹Current liabilities:â€‹Â Â Â â€‹Â Â Â â€‹Accounts payableâ€‹$ 2,015,167â€‹$ 7,843,136â€‹Accrued liabilitiesâ€‹â€‹ 1,156,789â€‹â€‹ 1,506,526â€‹Total current liabilitiesâ€‹Â 3,171,956â€‹Â 9,349,662â€‹Share-based compensation liabilityâ€‹Â 465,488â€‹Â 422,002â€‹Warrant liabilityâ€‹Â 49,231â€‹Â 94,185â€‹Total liabilitiesâ€‹Â 3,686,675â€‹Â 9,865,849â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Commitments and contingenciesâ€‹Â Â Â â€‹Â Â Â â€‹Shareholders' (deficit) equity:â€‹Â Â Â â€‹Â Â Â â€‹Series 2 Convertible Preferred Shares, no par value, unlimited shares authorized, 1,166,667 shares issued and outstanding as of JuneÂ 30,Â 2024 and DecemberÂ 31,Â 2023â€‹â€‹ â€”â€‹â€‹ â€”â€‹Common shares, no par value, unlimited shares authorized, 18,961,116 and 18,885,254 shares issued and outstanding as of JuneÂ 30,Â 2024 and DecemberÂ 31,Â 2023, respectivelyâ€‹Â â€”â€‹Â â€”â€‹Additional paid-in capitalâ€‹Â 97,818,797â€‹Â 97,590,426â€‹Accumulated other comprehensive lossâ€‹Â (371,184)â€‹Â (371,184)â€‹Accumulated deficitâ€‹Â (99,724,691)â€‹Â (93,465,946)â€‹Total shareholders' (deficit) equity â€‹Â (2,277,078)â€‹Â 3,753,296â€‹Total liabilities and shareholders' (deficit) equity â€‹$ 1,409,597â€‹$ 13,619,145â€‹â€‹The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.â€‹3Table of ContentsPROMIS NEUROSCIENCESÂ INC.Condensed Consolidated Statements of Operations and Comprehensive Loss(expressed in US dollars, except share amounts) (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹ForÂ theâ€‹ForÂ theâ€‹ForÂ theâ€‹â€‹â€‹Three Months Ended â€‹Three Months Ended â€‹Six Months Ended â€‹Six Months Ended â€‹â€‹â€‹JuneÂ 30,Â â€‹JuneÂ 30,Â â€‹JuneÂ 30,Â â€‹JuneÂ 30,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â 2024Â Â Â Â 2023â€‹Operating expenses:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Research and developmentâ€‹$ 1,625,821â€‹$ 1,005,715â€‹$ 3,749,599â€‹$ 4,515,967â€‹General and administrativeâ€‹Â 1,087,885â€‹Â 1,894,169â€‹Â 2,640,758â€‹Â 3,354,588â€‹Total operating expensesâ€‹Â 2,713,706â€‹Â 2,899,884â€‹Â 6,390,357â€‹Â 7,870,555â€‹Loss from operationsâ€‹Â (2,713,706)â€‹Â (2,899,884)â€‹Â (6,390,357)â€‹Â (7,870,555)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Other income (expense):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Change in fair value of financial instrumentsâ€‹Â 59,087â€‹Â 606,214â€‹Â 44,954â€‹Â 564,549â€‹Interest expenseâ€‹â€‹ â€”â€‹â€‹ (49,182)â€‹â€‹ (76,774)â€‹â€‹ (49,182)â€‹Other incomeâ€‹Â 30,962â€‹Â 30,878â€‹Â 163,432â€‹Â 83,783â€‹Total other income (expense), netâ€‹â€‹ 90,049â€‹â€‹ 587,910â€‹â€‹ 131,612â€‹â€‹ 599,150â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net lossâ€‹Â (2,623,657)â€‹Â (2,311,974)â€‹Â (6,258,745)â€‹Â (7,271,405)â€‹Other comprehensive lossâ€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Foreign currency translation adjustmentâ€‹Â â€”â€‹Â (171,462)â€‹Â â€”â€‹Â (175,816)â€‹Comprehensive lossâ€‹$ (2,623,657)â€‹$ (2,483,436)â€‹$ (6,258,745)â€‹$ (7,447,221)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net loss per share, basic and dilutedâ€‹$ (0.13)â€‹$ (0.27)â€‹$ (0.32)â€‹$ (0.85)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Weighted-average shares outstanding of common shares, basic and dilutedâ€‹Â 19,770,739â€‹Â 8,579,284â€‹Â 19,544,908â€‹Â 8,579,284â€‹â€‹The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.â€‹4Table of ContentsPROMIS NEUROSCIENCESÂ INC.Condensed Consolidated Statements of Changes in Shareholdersâ€™ (Deficit) Equity(expressed in US dollars, except share amounts) (Unaudited)â€‹Accumulated â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Series 1 Convertibleâ€‹Series 2 Convertibleâ€‹â€‹â€‹â€‹â€‹Additional â€‹Other â€‹â€‹â€‹â€‹Â â€‹â€‹â€‹Preferred Sharesâ€‹Preferred Sharesâ€‹Common Sharesâ€‹Paid-in â€‹Comprehensive â€‹Accumulated â€‹Â â€‹â€‹â€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Capitalâ€‹Income (Loss)â€‹Deficitâ€‹TotalBalance, April 1, 2023Â Â Â Â 70,000,000Â Â Â Â $ â€”Â Â Â Â â€”Â Â Â Â $ â€”Â Â Â Â 8,579,284Â Â Â Â $ â€”Â Â Â Â $ 79,233,571Â Â Â Â $ (199,723)Â Â Â Â $ (85,212,895)Â Â Â Â $ (6,179,047)Share-based compensation expenseÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â 134,191â€‹Â â€”â€‹Â â€”â€‹â€‹ 134,191Foreign currency translationÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â â€”â€‹Â (171,462)â€‹Â â€”â€‹â€‹ (171,462)Net lossÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â â€”â€‹Â â€”â€‹Â (2,311,974)â€‹â€‹ (2,311,974)Balance, JuneÂ 30,Â 2023Â 70,000,000â€‹$ â€”â€‹ â€”â€‹$ â€”â€‹ 8,579,284â€‹$ â€”Â $ 79,367,762Â $ (371,185)Â $ (87,524,869)â€‹$ (8,528,292)â€‹Accumulated â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Series 1 Convertibleâ€‹Series 2 Convertibleâ€‹â€‹â€‹â€‹â€‹Additional â€‹Other â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Preferred Sharesâ€‹Preferred Sharesâ€‹Common Sharesâ€‹Paid-in â€‹Comprehensive â€‹Accumulated â€‹â€‹â€‹â€‹â€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Capitalâ€‹Income (Loss)â€‹Deficitâ€‹TotalBalance, April 1, 2024Â Â Â Â â€”â€‹$ â€”Â 1,166,667â€‹$ â€”Â 18,961,116â€‹$ â€”â€‹$ 97,549,317â€‹$ (371,184)â€‹$ (97,101,034)â€‹$ 77,099Share-based compensation expenseâ€‹ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â 17,999â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 17,999Re-measurement of liability-classified CAD stock options as of June 30, 2024â€‹ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹â€‹ 251,481â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 251,481Net lossÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â â€”â€‹Â â€”â€‹Â (2,623,657)â€‹Â (2,623,657)Balance, JuneÂ 30,Â 2024Â â€”â€‹$ â€”Â 1,166,667â€‹$ â€”Â 18,961,116â€‹$ â€”â€‹$ 97,818,797â€‹$ (371,184)â€‹$ (99,724,691)â€‹$ (2,277,078)â€‹â€‹5Table of Contentsâ€‹Accumulated â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Series 1 Convertibleâ€‹Series 2 Convertibleâ€‹â€‹â€‹â€‹â€‹Additional â€‹Other â€‹â€‹â€‹â€‹Â â€‹â€‹â€‹Preferred Sharesâ€‹Preferred Sharesâ€‹Common Sharesâ€‹Paid-in â€‹Comprehensive â€‹Accumulated â€‹Â â€‹â€‹â€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Capitalâ€‹Income (Loss)â€‹Deficitâ€‹TotalBalance, January 1, 2023Â Â Â Â 70,000,000Â Â Â Â $ â€”Â Â Â Â â€”Â Â Â Â $ â€”Â Â Â Â 8,579,284â€‹$ â€”â€‹$ 79,101,061â€‹$ (195,369)â€‹$ (80,253,464)Â Â Â Â $ (1,347,772)Share-based compensationÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â 266,701â€‹Â â€”â€‹Â â€”â€‹â€‹ 266,701Foreign currency translationÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â â€”â€‹Â (175,816)â€‹Â â€”â€‹â€‹ (175,816)Net lossÂ â€”â€‹â€‹ â€”Â â€”â€‹â€‹ â€”Â â€”â€‹Â â€”â€‹Â â€”â€‹Â â€”â€‹Â (7,271,405)â€‹â€‹ (7,271,405)Balance, JuneÂ 30,Â 2023Â 70,000,000â€‹$ â€”â€‹ â€”â€‹$ â€”â€‹ 8,579,284â€‹$ â€”Â $ 79,367,762Â $ (371,185)Â $ (87,524,869)â€‹$ (8,528,292)â€‹Accumulated â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Series 1 Convertibleâ€‹Series 2 Convertibleâ€‹â€‹â€‹â€‹â€‹Additional â€‹Other â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Preferred Sharesâ€‹Preferred Sharesâ€‹Common Sharesâ€‹Paid-in â€‹Comprehensive â€‹Accumulated â€‹â€‹â€‹â€‹â€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Sharesâ€‹Amountâ€‹Capitalâ€‹Income (Loss)â€‹Deficitâ€‹TotalBalance, January 1, 2024Â Â Â Â â€”Â Â Â Â $ â€”Â Â Â Â 1,166,667Â Â Â Â $ â€”Â Â Â Â 18,885,254Â Â Â Â $ â€”Â Â Â Â $ 97,590,426Â Â Â Â $ (371,184)Â Â Â Â $ (93,465,946)Â Â Â Â $ 3,753,296Share-based compensation expenseÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â 81,583â€‹Â â€”â€‹Â â€”â€‹Â 81,583Issuance of Common Shares from ATM Offering, net of issuance costsâ€‹ â€”â€‹Â â€”Â â€”â€‹Â â€”Â 75,862â€‹Â â€”â€‹Â 190,274â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 190,274Re-measurement of liability-classified CAD stock options as of June 30, 2024â€‹ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹â€‹ (43,486)â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (43,486)Net lossÂ â€”â€‹Â â€”Â â€”â€‹Â â€”Â â€”â€‹Â â€”â€‹Â â€”â€‹Â â€”â€‹Â (6,258,745)â€‹Â (6,258,745)Balance, JuneÂ 30,Â 2024Â â€”â€‹$ â€”Â 1,166,667â€‹$ â€”Â 18,961,116â€‹$ â€”â€‹$ 97,818,797â€‹$ (371,184)â€‹$ (99,724,691)â€‹$ (2,277,078)â€‹The accompanying notes are an integral part of these unaudited condensed consolidated financial statementsâ€‹â€‹6Table of ContentsPROMIS NEUROSCIENCESÂ INC.Condensed Consolidated Statements of Cash Flows(expressed in US dollars)(Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six Months Ended â€‹â€‹â€‹JuneÂ 30,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Cash flows from operating activitiesâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Net lossâ€‹$ (6,258,745)â€‹$ (7,271,405)â€‹Adjustments to reconcile net loss to net cash used in operating activities:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Share-based compensationâ€‹Â 81,583â€‹Â 266,701â€‹Foreign currency exchange gainâ€‹Â â€”â€‹Â (44,883)â€‹Change in fair value of warrant liabilityâ€‹Â (44,954)â€‹Â (564,549)â€‹Depreciation of property and equipmentâ€‹Â â€”â€‹Â 322â€‹Amortization of intangible assetsâ€‹Â â€”â€‹Â 2,471â€‹Changes in operating assets and liabilities:â€‹Â â€‹â€‹Â Â Â â€‹Prepaid expenses and other current assetsâ€‹Â 603,865â€‹Â 781,356â€‹Accounts payableâ€‹Â (5,827,969)â€‹Â 4,815,283â€‹Accrued liabilitiesâ€‹Â (349,737)â€‹Â (2,694,272)â€‹Net cash used in operating activitiesâ€‹Â (11,795,957)â€‹Â (4,708,976)â€‹Cash flows from financing activitiesâ€‹Â Â Â â€‹Â Â Â â€‹Proceeds from issuance of Common Shares from ATM Offering, net of issuance costsâ€‹Â 190,274â€‹Â â€”â€‹Net cash provided by financing activitiesâ€‹Â 190,274â€‹Â â€”â€‹Effect of exchange rates on cashâ€‹Â â€”â€‹Â 55,840â€‹Net decrease in cashâ€‹Â (11,605,683)â€‹Â (4,653,136)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cash at beginning of yearâ€‹Â 12,598,146â€‹Â 5,875,796â€‹Cash at end of periodâ€‹$ 992,463â€‹$ 1,222,660â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Noncash financing activitiesâ€‹Â Â Â â€‹Â Â Â â€‹Increase in share-based compensation liability on CAD denominated share options decreasing additional paid-in-capitalâ€‹$ 43,486â€‹$ â€”â€‹Deferred financing costs included in accounts payable and accrued liabilitiesâ€‹$ 99,555â€‹$ â€”â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Supplemental disclosure of cash flow informationâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Cash paid for interestâ€‹$ 76,774â€‹$ 49,128â€‹â€‹The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.â€‹7Table of ContentsPROMIS NEUROSCIENCESÂ INC.NotesÂ to Unaudited Condensed Consolidated Financial Statements(expressed in US dollars, except share and per share amounts)(Unaudited)1.DESCRIPTION OF BUSINESSBusiness DescriptionProMIS NeurosciencesÂ Inc. (the â€œCompanyâ€ or â€œProMISâ€) is applying its patented technology platform to build a portfolio of antibody therapies, therapeutic vaccines, and other antibody-based therapies in neurodegenerative diseases and other protein-misfolding diseases, with a focus on Alzheimerâ€™s disease (AD), multiple system atrophy (MSA), and amyotrophic lateral sclerosis (ALS). The Company believes these diseases share a common biologic causeÂ â€” misfolded versions of proteins, that otherwise perform a normal function, becoming toxic and killing neurons, resulting in disease. ProMISâ€™ technology platform enables drug discovery through a combination of protein biology, physics and supercomputing. ProMIS believes this platform provides a potential advantage in selectively targeting the toxic misfolded proteins with therapeutics or detecting them with diagnostics.The Company is developing a pipeline of antibodies aimed at selectively targeting misfolded toxic forms of proteins that drive neurodegenerative diseases without interfering with the essential functions of the same properly folded proteins. The Company's product candidates are PMN310, PMN267, and PMN442. The lead product candidate is PMN310, a monoclonal antibody designed to treat AD by selectively targeting toxic, misfolded oligomers of amyloid-beta. PMN267 is our second lead product candidate targeting ALS. It has been shown in preclinical studies to selectively recognize misfolded, cytoplasmic TDP 43 aggregates without interacting with normal TDP 43. Misfolded TDP 43 is believed to play an important role in the development of ALS. In light of research suggesting that misfolded toxic a-syn is a primary driver of disease in synucleinopathies such as MSA and Parkinsonâ€™s disease, our third lead product candidate, PMN442, has shown robust binding to pathogenic a-syn oligomers and seeding fibrils in preclinical studies, with negligible binding to a-syn monomers and physiologic tetramers which are required for normal neuronal function.The Company was incorporated on January 23, 2004 under the Canada Business Corporations Act (â€œCBCAâ€). On July 13, 2023, the Company continued its existence from a corporation incorporated under the CBCA into the Province of Ontario under the Business Corporations Act (Ontario) (the â€œOBCAâ€) (the â€œContinuanceâ€). The Continuance was approved by the Companyâ€™s shareholders at the Companyâ€™s 2023 Annual Meeting of Shareholders held on June 29, 2023. The Company is located at 1920 Yonge Street, Toronto, Ontario. The Companyâ€™s Common Shares are traded on the Nasdaq Capital Market (â€œNasdaqâ€) under the symbol PMN. The Company has a wholly-owned U.S. subsidiary, ProMIS Neurosciences (US) Inc. (â€œProMIS USAâ€), which was incorporated in JanuaryÂ 2016 in the State of Delaware. As of June 30, 2024, ProMIS USA has had no material activity and has no material financial impact on the Companyâ€™s unaudited condensed consolidated financial statements.The success of the Company is dependent on obtaining the necessary regulatory approvals of its product candidates, marketing its products, if approved, and achieving profitable operations. The continuation of the research and development activities and the commercialization of its products, if approved, are dependent on the Companyâ€™s ability to successfully complete these activities and to obtain additional financing through a combination of financing activities and operations. It is not possible to predict either the outcome of future research and development or commercialization programs, the Companyâ€™s ability to fund these programs, or the Companyâ€™s ability to continue as a going concern.8Table of ContentsLiquidity RiskThe accompanying unaudited condensed consolidated financial statements were prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated revenues from its activities. The Company had a net loss of $2.6 million and $6.3 million for the three and six months ended June 30, 2024, respectively, and an accumulated deficit of $99.7 million as of June 30, 2024. In July 2024, the Company entered into a Unit Purchase Agreement with certain institutional and accredited investors to sell $30.3 million of Common Share Units and Pre-funded Warrant Units, as described further in Note 12, in a private placement before deducting approximately $2.5 million of placement agent fees and offering costs. Management believes that the net proceeds from the private placement will provide sufficient cash to continue operating and capital expenditure requirements for 12 months beyond the issuance of these unaudited condensed consolidated financial statements. Future capital requirements will depend

upon many factors, including the timing and extent of spending on research and development and market acceptance of the Companyâ€™s products, if approved for commercial sale. The Company will require additional funding to conduct future clinical activities. The Company expects to seek additional funding through public and private financings, debt financings, collaboration agreements, strategic alliances and licensing agreements. Although the Company has been successful in raising capital in the past, there is no assurance of success in obtaining such additional financing on terms acceptable to us, if at all, and there is no assurance that the Company will be able to enter into collaborations or other arrangements. If the Company is unable to obtain funding, it could force delays, reduce or eliminate research and development programs, product portfolio expansion or commercialization efforts, which could adversely affect future business prospects, and the ability to continue operations.â€‹2.BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESBasis of PresentationThe accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto for the year ended December 31, 2023, which are included with the Companyâ€™s Annual Report on Form 10-K and related amendments filed with the United States Securities Exchange Commission (â€œSECâ€). Furthermore, the Companyâ€™s significant accounting policies are disclosed in the audited consolidated financial statements for the years ended December 31, 2023 and 2022, included in the Companyâ€™s Annual Report on Form 10-K filed with the SEC. Since the date of those audited consolidated financial statements, there have been no changes to the Companyâ€™s significant accounting policies.The accompanying unaudited interim condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America (â€œGAAPâ€) for interim financial information. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification (â€œASCâ€) and as amended by Accounting Standards Updates (â€œASUâ€) of the Financial Accounting Standards Board (â€œFASBâ€).In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements for the periods presented reflect all adjustments, consisting of only normal recurring adjustments, necessary to fairly present the Companyâ€™s financial position, results of operations, and cash flows. The December 31, 2023 condensed consolidated balance sheet was derived from audited financial statements, but does not include all GAAP disclosures. The unaudited condensed consolidated financial statements for the interim periods are not necessarily indicative of results for the full year.Principles of ConsolidationThe accompanying unaudited interim condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.9Table of ContentsUse of EstimatesThe preparation of financial statements in conformity with GAAP requires management to make certain estimates, judgements and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions made in the accompanying unaudited condensed consolidated financial statements include, but are not limited to, the accrual for research and development expenses and the valuation of warrant liabilities. Actual results could differ from those estimates, and such differences could be material to the unaudited condensed consolidated financial statements.Segment InformationOperating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker (â€œCODMâ€), or decision-making group, in making decisions on how to allocate resources and assess performance. The Company has one operating segment and its Chief Executive Officer serves as the CODM. Substantially all of the Companyâ€™s assets are located in Canada.Foreign and Functional CurrencyPrior to July 1, 2023, the Companyâ€™s functional currency was the Canadian dollar (â€œC$â€). Translation gains and losses from the application of the United States dollar (â€œUS$â€) as the reporting currency during the period that the Canadian dollar was the functional currency were included as part of cumulative currency translation adjustment, which is reported as a component of stockholdersâ€™ equity (deficit) as accumulated other comprehensive loss.Following the Companyâ€™s voluntary delisting from the Toronto Stock Exchange in July 2023, the Company reassessed its functional currency and determined that, as of July 1, 2023, its functional currency had changed from the C$ to the US$. The Company analysis included various factors, including: the Companyâ€™s cash flows and expenses denominated primarily in US$, the primary market for the Companyâ€™s Common Shares trading in US$ and a majority ownership by U.S. shareholders. The change in functional currency was accounted for prospectively from July 1, 2023 and consolidated financial statements prior to and including the period ended June 30, 2023 were not restated for the change in functional currency.For periods commencing July 1, 2023, monetary assets and liabilities denominated in foreign currencies are translated into US$ using exchange rates in effect at the end of the reporting period. Opening balances related to non-monetary assets and liabilities are based on prior period translated amounts, and non-monetary assets acquired, and non-monetary liabilities incurred after July 1, 2023 are translated at the approximate exchange rate prevailing at the date of the transaction. Revenue and expense transactions are translated at the approximate exchange rate in effect at the time of the transaction. Foreign exchange gains and losses are included in the consolidated statement of operations and comprehensive loss within operating expenses.Emerging Growth Company StatusThe Company is an Emerging Growth Company, as defined in SectionÂ 2(a)Â of the Securities Act of 1933, as modified by the Jumpstart Our Business Startups Act of 2012 (â€œJOBSÂ Actâ€). Under the JOBSÂ Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBSÂ Act, until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i)Â is no longer an emerging growth company or (ii)Â affirmatively and irrevocably opts out of the extended transition period provided in the JOBSÂ Act. As a result, these unaudited condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.Recent Accounting PronouncementsIn AugustÂ 2020, the FASB issued ASU No.Â 2020-06, Debtâ€”Debt with Conversion and Other Options (â€œSubtopic 470-20Â â€) and Derivatives and Hedging Contracts in Entity s Own Equity (â€œSubtopic 815-40Â â€): Accounting for Convertible Instruments and Contracts in an Entityâ€™s Own Equity. ASU 2020-06 will simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred shares. Limiting the accounting models results in fewer embedded conversion features being separately recognized from the host contract as compared with 10Table of Contentscurrent GAAP. Convertible instruments that continue to be subject to separation models are (i)Â those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting and (ii)Â convertible debt instruments issued with substantial premiums for which the premiums are recorded as additional paid-in capital. ASU 2020-06 also amends the guidance for the derivatives scope exception for contracts in an entityâ€™s own equity to reduce form-over-substance-based accounting conclusions. ASU 2020-06 will be effective for the Company for fiscalÂ years beginning after DecemberÂ 15, 2023. Early adoption is permitted, but no earlier than fiscalÂ years beginning after DecemberÂ 15, 2020, including interim periods within those fiscalÂ years. The Company adopted this standard effective January 1, 2024 with no material impact on the Companyâ€™s unaudited interim condensed consolidated financial statements.In 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which requires public entities to disclose significant segment expenses and other segment items. ASU 2023-07 also requires public entities to provide in interim periods all disclosures about a reportable segmentâ€™s profit or loss and assets that are currently required annually. ASU 2023-07 becomes effective for the annual period starting on January 1, 2024, and for the interim periods starting on January 1, 2025. The Company is in the process of analyzing the impact that the adoption of ASU 2023-07 will have on its unaudited interim condensed consolidated financial statements.In 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€), which requires public entities to disclose in their rate reconciliation table additional categories of information about federal, state and foreign income taxes and to provide more details about the reconciling items in some categories if items meet a quantitative threshold. ASU 2023-09 becomes effective for the annual period starting on January 1, 2025. The Company is in the process of analyzing the impact that the adoption of ASU 2023-09 will have on its income tax disclosures.In 2024, the FASB issued ASU 2024-01, Compensationâ€”Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards (â€œASU 2024-01â€), which clarifies how an entity determines whether a profits interest or similar award (hereafter a â€œprofits interest awardâ€) is (1) within the scope of ASC 718 or (2) not a share-based payment arrangement and therefore within the scope of other guidance. ASU 2024-01 becomes effective for the annual period starting on January 1, 2025. The Company is in the process of analyzing the impact that the adoption of ASU 2024-01 will have on its unaudited interim condensed consolidated financial statements.â€‹3.FAIR VALUE MEASUREMENTSThe following are the major categories of assets and liabilities measured at fair value on a recurring basis as of June 30, 2024 and DecemberÂ 31, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹AsÂ ofÂ JuneÂ 30,Â 2024â€‹Â Â Â Â LevelÂ 1Â Â Â Â LevelÂ 2Â Â Â Â â€‹LevelÂ 3Â Â Â Â TotalAssets:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹á term investmentsâ€‹$ 32,358â€‹$â€”â€‹$â€”â€‹$ 32,358Total assets measured at fair valueâ€‹$ 32,358â€‹$ â€”â€‹$ â€”â€‹$ 32,358Liabilities:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Share-based compensation liabilityâ€‹$ â€”â€‹$ â€”â€‹$ 465,488â€‹$ 465,488Warrant liabilityâ€‹$ â€”â€‹$ â€”â€‹$ 49,231â€‹$ 49,231Total liabilities measured at fair valueâ€‹$ â€”â€‹$ â€”â€‹$ 514,719â€‹$ 514,719â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹AsÂ ofÂ DecemberÂ 31,Â 2023â€‹Â Â Â Â LevelÂ 1Â Â Â Â LevelÂ 2Â Â Â Â â€‹LevelÂ 3Â Â Â Â TotalAssets:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€ term investmentsâ€‹$ 32,358â€‹$ â€”â€‹$ â€”â€‹$ 32,358Total assets measured at fair valueâ€‹$ 32,358â€‹$ â€”â€‹$ â€”â€‹$ 32,358Liabilities:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Share-based compensation liabilityâ€‹$ â€”â€‹$ â€”â€‹$ 422,002â€‹$ 422,002Warrant liabilityâ€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 94,185â€‹â€‹ 94,185Total liabilities measured at fair valueâ€‹$ â€”â€‹$ â€”â€‹$ 516,187â€‹$ 516,187â€‹11Table of ContentsNo transfers between levels have occurred in either reporting period presented. Refer to Note 6 below for disclosures related to the warrant liability and Note 8 for disclosures related to share-based compensation liability.â€‹4.PREPAID EXPENSES AND OTHER CURRENT ASSETSPrepaid expenses and other current assets consist of the following:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹JuneÂ 30,Â â€‹DecemberÂ 31,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Upfront research paymentsâ€‹$ 17,805â€‹$ 146,851â€‹Accrued interest and other receivablesâ€‹Â 72,255â€‹Â 78,637â€‹Insuranceâ€‹Â 122,551â€‹Â 482,297â€‹Consultantsâ€‹Â â€”â€‹Â 21,535â€‹License feesâ€‹Â 59,649â€‹Â 30,472â€‹Deferred financing costsâ€‹â€‹ 99,555â€‹â€‹ 195,632â€‹Miscellaneousâ€‹Â 12,961â€‹Â 33,217â€‹Total prepaid expenses and other current assetsâ€‹$ 384,776â€‹$ 988,641â€‹â€‹â€‹â€‹5.ACCRUED LIABILITIES AND ACCOUNTS PAYABLEAccrued liabilities consist of the following:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹JuneÂ 30,Â â€‹DecemberÂ 31,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Legalâ€‹$ 19,575â€‹$ 66,254â€‹Deferred financing costsâ€‹â€‹ 26,316â€‹â€‹ 99,883â€‹Accountingâ€‹Â 122,294â€‹Â 101,528â€‹Research and developmentâ€‹Â 630,925â€‹Â 691,908â€‹Severanceâ€‹â€‹ 287,935â€‹â€‹ 518,704â€‹Otherâ€‹Â 69,744â€‹Â 28,249â€‹Accrued liabilitiesâ€‹$ 1,156,789â€‹$ 1,506,526â€‹â€‹â€‹â€‹â€‹Accounts payable are current obligations due to vendors. Â In May 2023, the Company entered into an agreement with a vendor which gave the option to defer payment on approximately $5.5 million of current accounts payable and accrued liabilities until March 31, 2024. As of December 31, 2023, the amount outstanding under the agreement recorded in accounts payable was $5.7 million. The Company made a cash payment of approximately $5.9 million to settle the entirety of the amount outstanding under the agreement in March 2024. Â â€‹â€‹â€‹â€‹6.EQUITYThe Company has authorized an unlimited number of both Common and Preferred Shares. As of June 30, 2024 and DecemberÂ 31, 2023, the Company had 18,961,116 and 18,885,254 issued and outstanding Common Shares, respectively, and 1,166,667 issued and outstanding Series 2 Convertible Preferred Shares. The Common Shares and Series 2 Convertible Preferred Shares have no par value.12Table of ContentsCommon Shares reserved for future issuance consists of the following:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹JuneÂ 30,Â â€‹DecemberÂ 31,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹WarrantsÂ 13,387,994Â 13,595,987â€‹Series 2 Convertible Preferred SharesÂ 1,166,667Â 1,166,667â€‹Options issued and outstanding under stock option planÂ 1,087,493Â 898,262â€‹Deferred Share UnitsÂ 1,061Â 1,061â€‹Common Shares available for grant under stock option planÂ 2,704,730Â 471,843â€‹Total Common Shares reserved for future issuanceÂ 18,347,945Â 16,133,820â€‹â€‹The preferences, privileges and rights of the Common Shares are as follows:VotingSubject to any special voting rights or restrictions, holders of Common Shares entitled to vote shall have one vote per share.DividendsThe Board of Directors may from time to time declare and authorize payment of dividends, if any, as they may deem advisable and need not give notice of such declaration to any shareholder. Subject to the rights of common shareholders, if any, holding shares with specific rights as to dividends, all dividends on Common Shares shall be declared and paid according to the number of such shares held and paid in C$.Liquidation RightsIn the event of the liquidation, dissolution or winding-up of the Company or any other distribution of the Companyâ€™s assets for the purpose of winding up the Companyâ€™s affairs, after the payment of dividends declared but unpaid, the holders of Common Shares shall be entitled pari passu to receive any remaining property of the Company.Series 2 Convertible Preferred SharesIn November 2023, the directors of the Company authorized the issuance of an unlimited number of Series 2 Convertible Preferred Shares (â€œSeries 2 Sharesâ€). In December 2023, the Company entered into an agreement with the Series 1 Shareholders to exchange all 70,000,000 outstanding Series 1 Shares for 1,166,667 Series 2 Shares (an equivalent number of as-converted Common Shares). As described further in Note 12, all 1,166,667 Series 2 Shares converted into an equivalent number of Common Shares in July 2024.The Series 2 Shares have the following preferences, privileges and rights:DividendsIf the Company declares, pays or sets aside any dividends on shares of any other class or series of capital stock the holders of the Preferred Shares shall receive a dividend on each outstanding share of Preferred Share in an amount equal to that dividend per share of the Preferred Share as would equal the product of the dividend payable as if all shares of such series had been converted into Common Shares.LiquidationIn the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of the Series 2 Shares shall be entitled to be paid out of the assets of the Company available for distribution to the shareholders an amount per share equal to $6.00, plus any dividends declared but not paid. If, upon any such liquidation event, the assets available for distribution to the shareholders are insufficient to pay the holders of the Series 2 Shares, the holders of the Series 2 Shares shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. 13Table of ContentsVotingThe Preferred Shares do not confer any voting rights or privileges.RedemptionThe Preferred Shares are not subject to mandatory redemption or other redemption provisions for which the events resulting in redemption are not within the Companyâ€™s control.Optional ConversionSeries 2 Shares are convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, at a ratio of 1 Series 2 Share into 1 Common Share. Mandatory ConversionAll outstanding Series 2 Shares shall automatically convert into Common Shares, at the effective conversion rate upon the closing of one singular financing, including a financing with multiple tranches in which any subsequent tranches are closed within 18 months of the initial closing, which financing results in at least single sale, executable in one or more tranches, of equity securities resulting in at least $14.0 million of cumulative gross proceeds to the Company.As described further in Note 12, the Mandatory Conversion was triggered in July 2024.Equity TransactionsFollowing the change in functional currency effective July 1, 2023, the Company reassessed the classification of its historical US$ and C$ denominated warrants in accordance with the Companyâ€™s accounting policy for warrants. As a result of the reassessment, the Company determined that 870,026 US$ warrants to purchase Common Shares, originally issued in financing transactions in 2021 and 2022, previously classified as warrant liabilities met the criteria under ASC 815-40 for permanent equity classification. The US$ warrants with a total fair value of $1,287,400, calculated using a Black Scholes calculation as of June 30, 2023, were reclassified from warrant liability to additional-paid-in-capital in the accompanying unaudited condensed consolidated financial statements. The fair value of the US$ warrants represented the entirety of the Companyâ€™s warrant liability as of June 30, 2023. The US$ warrants will not be re-measured prospectively.As result of the reassessment the Company determined that 687,591 C$ warrants, originally issued in financing transactions between 2018 and 2020, which were previously classified in permanent equity no longer met the criteria for equity classification. Â The C$ warrants were remeasured as of July 1, 2023. The C$ warrants have exercise prices between C$12.00 and C$18.00 and expire between November 2024 and November 2025. The C$ warrants liability was re-measured at December 31, 2023 to a fair value of $94,185. The C$ warrants liability was re-measured at June 30, 2024 to a fair value of $49,231, with the change in fair value of $44,954 reported in other income in the accompanying unaudited condensed consolidated statement of operations and comprehensive loss.The weighted-average values of the significant assumptions used in the Black Scholes valuation of the C$ warrants as of December 31, 2023 included volatility of 131.5%, a risk-free rate of 3.88%, exercise price of C$10.80 and an expected term of 1.7 years. The weighted-average values of the significant assumptions used in the Black Scholes valuation of the C$ warrants as of June 30, 2024 included volatility of 109.2%, a risk-free rate of 3.99%, exercise price of C$12.05 and an expected term of 1.4 years.A summary of warrant liability activity for the six-month period ended June 30, 2024 is as

follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â JuneÂ 30,Â â€‹â€‹2024Balance at DecemberÂ 31,Â 2023â€‹$ 94,185Change in fair value of C$ warrant liabilityâ€‹â€‹ (44,954)Balance at JuneÂ 30,Â 2024â€‹$ 49,231â€‹14Table of ContentsA summary of warrant liability activity for the year ended December 31, 2023 is as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹DecemberÂ 31,Â â€‹â€‹2023Balance at DecemberÂ 31,Â 2022â€‹$ 1,859,374Change in fair value of the warrant liabilityâ€‹â€‹Â (564,548)Foreign exchange lossâ€‹â€‹Â (7,426)Fair value of US$ warrant liability as of June 30, 2023â€‹â€‹ 1,287,400Fair value of previously liability-classified US$ warrants reclassified to additional paid-in-capital as of July 1, 2023â€‹â€‹ (1,287,400)Fair value of previously equity-classified C$ warrants reclassified to warrant liability as of July 1, 2023â€‹â€‹ 396,375Change in fair value of C$ warrant liabilityâ€‹â€‹ (302,190)Balance at DecemberÂ 31,Â 2023â€‹$ 94,185â€‹â€‹At-the-Market Offering (ATM)In September 2023, the Company filed a shelf registration statement with the SEC. In conjunction with the shelf registration, the Company entered into an ATM agreement in January 2024 to offer up to $25.0 million of the it Common Shares. During the three and six months ended June 30, 2024, the Company sold 0 and 75,862 Common Shares for net proceeds of $0 and $190,274, respectively, after deducting sales commissions.â€‹â€‹â€‹â€‹â€‹7.WARRANTSAs of June 30, 2024, outstanding Common Share warrants and exercise prices related to unit offerings are as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹ExerciseÂ Â Â Â Number ofÂ Â Â Â â€‹Price $Â Warrantsâ€‹ExpiryÂ dateC$18.00Â 150,818Â November 2024C$18.00Â 49,167Â December 2024C$12.00Â 279,613Â November 2025US$12.60Â 524,088Â August 2026US$9.60Â 146,744Â August 2026US$7.50Â 345,938Â April 2028US$6.10Â 69,188Â April 2028US$0.01â€‹ 594,724â€‹NoneUS$1.75Â 11,227,714Â February 2029â€‹Â 13,387,994â€‹â€‹â€‹â€‹In January 2024, 139,659 warrants with an exercise price of C$28.80 expired without being exercised. In June 2024, 68,334 warrants with an exercise price of C$18.00 expired without being exercised. There were no warrant exercises in the three or six months ended June 30, 2024.â€‹â€‹8.SHARE-BASED COMPENSATION2015 Stock Option PlanThe Company maintains the 2015 Stock Option Plan (â€œ2015 Option Planâ€), originally referred to as the 2007 Option Plan. In JuneÂ 2015, the 2015 Option Plan was amended from a fixed option plan to a rolling share option plan pursuant to which the Company is authorized to grant options of up to 20% of its issued and outstanding Common Shares. Share options granted vest at various rates and have a term not exceeding tenÂ years. As of June 30, 2024 and DecemberÂ 31, 2023, the Company had 2,704,730 and 471,843 options available for grant under the 2015 Option Plan, respectively. Share options under the 2015 Option Plan are granted in either US$ or C$. Upon the change in the Companyâ€™s functional currency, effective July 1, 2023, C$ share options previously classified as equity were reclassified as liabilities. All grants following the Companyâ€™s change in functional currency are in US$.15Table of ContentsCanadian Dollar Share Optionsâ€‹The following table summarizes the C$ share options outstanding under the 2015 Option Plan for the six months ended June 30, 2024. All amounts are denominated in C$, exceptÂ year and share amounts:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â WeightedÂ Â Â Â â€‹â€‹â€‹â€‹Â â€‹â€‹Â WeightedÂ AverageÂ â€‹â€‹â€‹â€‹Â â€‹â€‹Â AverageÂ RemainingÂ â€‹â€‹â€‹â€‹â€‹â€‹ as of DecemberÂ 31,Â 2023Â 898,262â€‹$ 7.58Â 6.5â€‹$ â€”ExpiredÂ (79,769)â€‹Â 9.16Â â€‹â€‹Â Outstanding as of JuneÂ 30,Â 2024Â 818,493â€‹Â 7.49Â 6.5â€‹â€‹ â€”Vested and exercisable as of JuneÂ 30,Â 2024Â 728,466â€‹$ 7.34Â 6.5â€‹$ â€”â€‹The aggregate intrinsic value of options outstanding and vested and exercisable is calculated as the difference between the exercise price of the underlying options, and the fair value of the Companyâ€™s Common Shares when the exercise price is below fair value. Â There were no C$ options exercised or granted during the six months ended June 30, 2024.Upon the change in the Companyâ€™s functional currency effective July 1, 2023 C$ share options previously classified as equity were reclassified as liabilities. The C$ options were re-measured as of December 31, 2023 and had a fair value of $442,002. The C$ options were re-measured as of June 30, 2024 and had a fair value of $465,488, resulting in an increase to the fair value of the liability and a decrease from additional paid-in-capital of $43,486.The following table summarizes the weighted average of significant assumptions used to calculate the fair value of C$ share options outstanding and exercisable as of June 30, 2024 and December 31, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Period EndedÂ â€‹â€‹JuneÂ 30,Â â€‹December 31,â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Weighted average fair value of C$ Optionsâ€‹C$ 0.64â€‹C$ 0.53â€‹Expected volatilityÂ â€‹ 100.8%Â Â â€‹ 116.3%Risk-free interest rateÂ â€‹ 4.51%Â Â â€‹ 4.04%Expected dividend yieldÂ â€‹ â€”%Â Â â€‹ â€”%Expected term (years)Â â€‹6.5Â â€‹6.5â€‹â€‹Expected volatility is based on historical volatility of the Companyâ€™s Common Shares over the expected life of the option, as the Companyâ€™s options are not readily tradable. US Dollar Share OptionsThe following table summarizes the US$ share options outstanding under the 2015 Option Plan for the six months ended June 30, 2024. All amounts are denominated in US$, exceptÂ year and share amounts:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â WeightedÂ Â Â Â â€‹â€‹â€‹â€‹Â â€‹â€‹Â WeightedÂ AverageÂ â€‹â€‹â€‹â€‹Â â€‹â€‹Â AverageÂ RemainingÂ â€‹â€‹â€‹â€‹â€‹â€‹ as of DecemberÂ 31,Â 2023Â 69,000â€‹$ 1.87Â â€‹â€‹$ â€”GrantedÂ 200,000â€‹Â 1.17Â Â Â â€‹Â 44,000Outstanding as of JuneÂ 30,Â 2024Â 269,000â€‹Â 1.35Â 9.5â€‹â€‹ 66,000Vested and exercisable as of JuneÂ 30,Â 2024Â 70,833â€‹$ 1.17Â 9.5â€‹$ 23,375â€‹During the six months ended June 30, 2024, the Company granted US$ share options with a grant date fair value of $182,820. During the six months ended June 30, 2024 there were no US$ share options exercised.16Table of ContentsThe fair value of the US$ share options granted was estimated using Black Scholes with the following assumptions:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six Months Endedâ€‹â€‹â€‹JuneÂ 30,Â 2024â€‹Weighted average fair value of US$ Optionsâ€‹$ 0.91â€‹Expected volatilityâ€‹â€‹ 98.6%Risk-free interest rateâ€‹â€‹ 3.90%Expected dividend yieldâ€‹â€‹ â€”%Expected term (years)â€‹â€‹5.8Â â€‹Share-based CompensationThe following table summarizes total share-based compensation included in the Companyâ€™s accompanying unaudited condensed consolidated statements of operations and comprehensive loss:â€‹Three Months Ended â€‹Six Months Ended â€‹â€‹â€‹JuneÂ 30,Â â€‹JuneÂ 30,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â 2024Â Â Â Â 2023â€‹Research and developmentâ€‹$ 3,813â€‹$ 39,109â€‹$ 7,625â€‹$ 78,018â€‹General and administrativeâ€‹Â 14,186â€‹Â 95,082â€‹Â 73,958â€‹Â 188,683â€‹Total share-based compensationâ€‹$ 17,999â€‹$ 134,191â€‹$ 81,583â€‹$ 266,701â€‹â€‹As of June 30, 2024, there was $98,526 of unrecognized share-based compensation liability related to C$ options outstanding but unvested, which is expected to be recognized over weighted-average remaining service period of 1.5 years. There was $202,186 of unrecognized share-based compensation expense related to US$ options outstanding but unvested, which is expected to be recognized over the remaining service period of 2.9 years.â€‹9.RELATED PARTY TRANSACTIONSUBC Collaborative Research AgreementIn AprilÂ 2016, the Company entered into a collaborative research agreement (â€œCRAâ€) with the University of British Columbia (â€œUBCâ€) and the Vancouver Coastal Health Authority in the amount of C$787,500, with the Companyâ€™s Chief Scientific Officer, as principal investigator at the UBC. In January 2022, the UBC CRA was amended to extend the project for an additional three years, and funding was increased to an aggregate total of C$5,030,000. This amendment, along with the November 2021 amendment extends the project for an additional three years, effective January 1, 2022. During the six months ended June 30, 2024 and 2023, the Company made cash payments of $149,160 and $296,590 and incurred costs of $294,333 and $296,590, respectively, which are included in research and development expenses in the accompanying unaudited condensed consolidated statements of operations and comprehensive loss.â€‹â€‹10.COMMITMENTS AND CONTINGENCIESResearch, Development and License AgreementsThe Company enters into research, development and license agreements with various parties in the ordinary course of business where the Company receives research services and rights to proprietary technologies. The agreements require compensation to be paid by the Company, typically, by a combination of the following:â—fees comprising amounts due initially on entering into the agreements and additional amounts due either on specified timelines or defined services to be provided;â—milestone payments that are dependent on products developed under the agreements proceeding toward specified plans of clinical trials and commercial development; and17Table of Contentsâ—royalty payments calculated as a percentage of net sales, commencing on commercial sale of any product candidates developed from the technologies.Milestone and royalty related amounts that may come due under various agreements are dependent on, among other factors, preclinical safety and efficacy, clinical trials, regulatory approvals and, ultimately, the successful development and commercial launch of a new drug, the outcomes and timings of which are uncertain. Amounts due per the various agreements for milestone payments will accrue once the occurrence of a milestone is likely. Amounts due as royalty payments will accrue as commercial revenues from the product are earned. Through September 30, 2023, no events have occurred that require accrual of any milestone or royalty related amounts.UBC and the Vancouver Coastal Health Authority AgreementIn AprilÂ 2016, the Company entered into a three-year, CRA with the UBC and the Vancouver Coastal Health Authority. The agreement was amended various times through January 2022, extending the agreement through 2025. Refer to NoteÂ 9 Related Party Transactions.UBC AgreementIn FebruaryÂ 2009, the Company entered into an agreement with UBC to further the development and commercialization of certain technology developed, in part, by the Companyâ€™s Chief Scientific Officer. The agreement was amended and restated in OctoberÂ 2015. Under the amended and restated agreement, the Company is committed to make royalty payments based on revenue earned from the licensed technology. An annual license fee is payable over the term of the agreement. The agreement remains effective unless terminated under the provisions of the agreement. Â The Company made annual license payments of C$25,000 during the six months ended June 30, 2024 and 2023. Through June 30, 2024, no accruals for royalty payments have been made.IndemnificationIn the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend an indemnified party for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. The Company has never incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. The Company has also entered into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers. The Company currently has directorsâ€™ and officersâ€™ insurance.â€‹11.NET LOSS PER SHAREBasic net earnings per share applicable to common stockholders is calculated by dividing net earnings applicable to common shareholders by the weighted average shares outstanding during the period, without consideration for common share equivalents. Diluted net earnings per share applicable to common shareholders is calculated by adjusting the weighted average shares outstanding for the dilutive effect of common share equivalents outstanding for the period, determined using the treasury-stock method and the if-converted method. For purposes of the calculation of dilutive net loss per share applicable to common shareholders, stock options, and warrants are considered to be common stock equivalents but are excluded from the calculation of diluted net loss per share applicable to common shareholders, as their effect would be anti-dilutive; therefore, basic and diluted net loss per share applicable to common shareholders were the same for all periods presented.â€‹18Table of ContentsAs of June 30, 2024, 594,724 Pre-Funded Warrants to purchase common shares for little to no consideration, issued in connection with the August 2023 private placement, were included in the basic and diluted net loss per share calculation. The following table sets forth the computation of basic and diluted net loss per share attributable to common shareholders:â€‹Three Months Ended JuneÂ 30,Â â€‹Six Months Ended JuneÂ 30,Â â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹â€‹2024Â Â Â Â 2023â€‹Numerator:â€‹Net loss attributable to common shareholdersâ€‹$ (2,623,657)â€‹$ (2,311,974)â€‹$ (6,258,745)â€‹$ (7,271,405)â€‹Denominator:â€‹Â Â Â â€‹Â Â Â Â â€‹Â Â Â Â Â â€‹Weighted-average shares outstanding used in computing net loss per share attributable to common shareholders, basic and dilutedâ€‹Â 19,770,739â€‹Â 8,579,284â€‹Â 19,544,908â€‹Â 8,579,284â€‹Net loss per share attributable to common shareholders, basic and dilutedâ€‹$ (0.13)â€‹$ (0.27)â€‹$ (0.32)â€‹$ (0.85)â€‹â€‹The following outstanding potentially dilutive Common Shares equivalents were excluded from the computation of diluted net loss per share for the periods presented because including them would have been antidilutive:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹JuneÂ 30,Â â€‹Â Â Â Â 2024Â Â Â Â 2023Options issued and outstanding under stock option planÂ 1,087,493Â 1,043,025WarrantsÂ 12,793,270Â 1,873,622Series 1 Convertible Preferred Sharesâ€‹ â€”â€‹ 1,166,667Series 2 Convertible Preferred SharesÂ 1,166,667Â â€”Deferred Share UnitsÂ 1,061Â 1,061TotalÂ 15,048,491Â 4,084,375â€‹â€‹12.SUBSEQUENT EVENTSJuly 2024 Private PlacementOn July 26, 2024, the Company entered into a Unit Purchase Agreement (the â€œUnit Purchase Agreementâ€) to raise $30.3 million in aggregate gross proceeds for the Company (the â€œJuly 2024 Private Placementâ€) before deducting an estimated $2.5 million in placement agent fees and other expenses. Pursuant to the terms of the Unit Purchase Agreement, the Company agreed to sell to PIPE Investors in the Offering, an aggregate of (x) 9,757,669 common share units (the â€œCommon Share Unitsâ€), each consisting of (i) one Common Share, no par value (a â€œCommon Shareâ€), (ii) one Tranche A Common Share purchase warrant to purchase one Common Share, (iii) one Tranche B Common Share purchase warrant to purchase one Common Share and (iv) one Tranche C Common Share purchase warrant to purchase one Common Share (each, a â€œWarrantâ€, collectively, the â€œWarrantsâ€) and, for certain investors, (y) 4,371,027 pre-funded units (the â€œPre-Funded Unitsâ€ and together with the Common Share Units, the â€œUnitsâ€), each consisting of (i) one Pre-Funded Warrant to purchase one Common Share (each, a â€œPre-Funded Warrantâ€, collectively, the â€œPre-Funded Warrantsâ€, and the Common Shares issuable upon exercise of the Warrants and the Pre-Funded Warrants, the â€œWarrant Sharesâ€), (ii) one Tranche A Common Share purchase warrant to purchase one Common Share, (iii) one Tranche B Common Share purchase warrant to purchase one Common Share and (iv) one Tranche C Common Share purchase warrant to purchase one Common Share. The purchase price for each Common Share Unit was $2.15 per Common Share Unit, and the purchase price for each Pre-Funded Unit was $2.14 per Pre-Funded Unit. The Pre-Funded Warrants have an exercise price of $0.01 per Warrant Share, are immediately exercisable and will expire when exercised in full. The Tranche A Common Share purchase warrants have an exercise price of $2.02, for aggregate gross proceeds of up to $28.5 million, are exercisable immediately upon Shareholder Approval (as defined below) and will expire upon the earlier of (i) 18 months or (ii) within 60 days of the Tranche A Milestone Event (as defined below). The Tranche B Common Share purchase warrants have an exercise price of $2.02, for aggregate gross proceeds of up to $28.5 million, are exercisable immediately upon Shareholder Approval (as defined below) and will expire upon the earlier of (i) 30 months or (ii) within 60 days of the Tranche B Milestone Event (as defined below). The Tranche C Common Share purchase warrants have an exercise price of $2.50, for aggregate gross proceeds of up to $35.3 million, are immediately exercisable and will expire July 31, 2029. For purposes of the foregoing, â€œTranche A Milestone Eventâ€ means the public announcement via press release or the filing of a Current Report on Form 8-K of 6-month data from the cohorts treated with multiple ascending doses of PMN310, and â€œTranche B Milestone Eventâ€ means the public announcement via 19Table of Contentspress release or the filing of a Current Report on Form 8-K of 12-month data from the cohorts treated with multiple ascending doses of PMN310. Pursuant to Nasdaq Listing Rule 5635(d), the exercise of the Tranche A and Tranche B Common Share purchase warrants is subject to shareholder approval (the â€œShareholder Approvalâ€). The Company has agreed to convene a shareholdersâ€™ meeting, or otherwise obtain written Shareholder Approval, on or before 90 days following the Closing Date, to obtain such approval.Series 2 Shares Mandatory ConversionThe July 2024 Private Placement qualified as a mandatory conversion event, as defined in Note 6, for the Series 2 Shares, whereby all 1,166,667 outstanding Series 2 Shares converted into 1,166,667 fully paid non-assessable Common Shares upon the closing of the transaction.â€‹ â€‹â€‹20Table of ContentsITEMÂ 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSAll references in this managementâ€™s discussion and analysis of financial condition and results of operations, or MD&A, to the â€œCompanyâ€, â€œProMISâ€, â€œweâ€, â€œusâ€, or â€œourâ€ refer to ProMIS NeurosciencesÂ Inc., unless otherwise indicated or the context requires otherwise. The following MD&A is prepared as of August 8, 2024 Â for the three and six months ended June 30, 2024 and should be read in conjunction with the audited consolidated financial statements for theÂ year ended DecemberÂ 31, 2023 and 2022 included in the Companyâ€™s Annual Report on Form 10-K and the unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2024 and 2023 included in this Quarterly Report on FormÂ 10-Q (collectively, the â€œFinancial Statementsâ€), which have been prepared by management in accordance with GAAP as issued by the FASB. All dollar amounts refer to United States dollars, except as stated otherwise. OverviewWe are applying our patented technology platform to build a portfolio of antibody therapies and therapeutic vaccines in neurodegenerative diseases and other protein-misfolding diseases, with a focus on Alzheimerâ€™s disease (AD), multiple system atrophy (MSA), and amyotrophic lateral sclerosis (ALS). We believe these diseases share a common biologic causeÂ â€” misfolded versions of proteins, that otherwise perform a normal function, becoming toxic and killing neurons, resulting in disease. ProMISâ€™ technology platform enables drug discovery through a combination of protein biology, physics and supercomputing. We believe this platform provides a potential advantage in selectively targeting the toxic misfolded proteins with therapeutics or detecting them with diagnostics.We are developing a pipeline of antibodies aimed at selectively targeting misfolded toxic forms of proteins that drive neurodegenerative diseases without interfering with the essential functions of the same properly folded proteins. Our product candidates are PMN310, PMN267, and PMN442. Our lead product candidate is PMN310, a monoclonal antibody designed to treat AD by selectively targeting toxic, misfolded oligomers of amyloid-beta. PMN267 is our second lead product candidate targeting ALS. It has been shown in preclinical studies to selectively recognize misfolded, cytoplasmic TDP-43 aggregates without interacting with normal TDP-43. Misfolded TDP-43 is believed to play an important role in the development of ALS. In light of research suggesting that misfolded toxic a-syn is a primary driver of disease in synucleinopathies such as MSA and Parkinsonâ€™s disease, our third lead product candidate, PMN442

has shown robust binding to pathogenic a-syn oligomers and seeding fibrils in preclinical studies, with negligible binding to a-syn monomers and physiologic tetramers which are required for normal neuronal function. We also have earlier stage preclinical programs and a project to refine our discovery algorithm using machine learning as highlighted in the â€œOther Key Projectsâ€ section below. We were incorporated on January 23, 2004 under the Canada Business Corporations Act (CBCA). On July 13, 2023, we continued our existence from a corporation incorporated under the CBCA into the Province of Ontario under the Business Corporations Act (Ontario) (the OBCA) (the Continuance). The Continuance was approved by our shareholders at the our 2023 Annual Meeting of Shareholders held on June 29, 2023. We have a wholly-owned U.S. subsidiary, ProMIS USA, which was incorporated in JanuaryÂ 2016 in the State of Delaware. ProMIS USA has had no material activity and has no material financial impact on our Financial Statements. Since our inception, we have devoted substantially all of our resources to developing our platform technologies and the resultant antibody product candidates, building our intellectual property portfolio, business planning, raising capital and providing general and administrative support for these operations. We have principally financed our operations through public and private placements of Common Shares and warrants and convertible debt.We have incurred significant operating losses since inception. Our ability to generate product revenue sufficient to achieve profitability will depend heavily on the successful development and eventual licensing and/or commercialization of our product candidates and any future product candidates. Our net losses were $2.6Â million and $2.3Â million for theÂ three months ended June 30, 2024 and 2023, respectively, and $6.3 million and $7.3 million for the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024, we had an accumulated deficit of $99.7 million. We expect to continue to incur net losses for the foreseeable future and, if able to raise additional funding, would expect our research and development expenses, general and administrative expenses and capital expenditures to increase. In particular, if we are able to raise additional funding, we expect our expenses to increase as we continue our development of, and seek regulatory approvals for, our product candidates, as well as initiate clinical trials, hire additional personnel, pay fees to outside consultants, lawyers and accountants, and incur other increased costs associated with being a clinical-stage public company. In addition, if we obtain marketing approval for any product candidates, we may incur significant commercialization expenses related to product manufacturing, marketing, sales and distribution. We may also incur expenses should we in-license or acquire additional product candidates.21Table of ContentsAs a result, we will need substantial additional funding to support our continuing operations and pursue our growth strategy. Until such time as we can generate significant revenue from product sales, if ever, we expect to finance our operations through the sale of equity, including our at-the-market offering agreement we entered into in January 2024 to sell up to $25.0 million of Common Shares, debt financings, or other capital sources, which may include collaborations with other companies or other strategic transactions. We may be unable to raise additional funds or enter into such other agreements or arrangements when needed on favorable terms, or at all. If we fail to raise capital or enter into such agreements as and when needed, we may have to significantly delay, reduce or eliminate the development and commercialization of one or more of our product candidates or delay our pursuit of potential in-licenses or acquisitions.Because of the numerous risks and uncertainties associated with product development, we are unable to predict the timing or amount of increased expenses or when or if we will be able to achieve or maintain profitability. Even if we are able to generate product sales, we may not become profitable. If we fail to become profitable or are unable to sustain profitability on a continuing basis, then we may be unable to continue our operations at planned levels and be forced to reduce or terminate our operations.In July 2024, we entered into a Unit Purchase Agreement with certain institutional and accredited investors to sell $30.3 million of Common Share Units and Pre-funded Warrant Units in a private placement, before deducting an estimated $2.5 million in placement agent fees and offering costs. Management believes that the net proceeds from the private placement will provide sufficient cash, based on our current operating plan, to enable us to fund our operating expenses into 2026. We are subject to all the risks inherent in the development of new biopharmaceutical products, and we may encounter unforeseen expenses, difficulties, complications, delays, and other unknown factors that may harm our business. Refer to additional discussion related to our capital requirements in â€œLiquidity and Capital Resources.â€Program UpdatesProMIS lead program PMN310: Potential Next Generation Therapy for Alzheimerâ€™s DiseasePMN310, a monoclonal antibody selective for toxic amyloid-beta oligomers in AD, is our lead product candidate. In the beginning of 2024, we made significant progress on the program elements.A first-in-human Phase 1a clinical trial of PMN310 in normal human volunteers was initiated in November 2023. Enrollment of the 5 single ascending dose (SAD) cohorts (2.5, 5, 10, 20, 40 mg/kg) was completed in May 2024. Topline data from the first 4 cohorts were released in July 2024. PMN310 was generally well-tolerated through the first four SAD cohorts with no treatment-emergent serious adverse events (SAEs) observed after administration of PMN310. Cerebrospinal fluid (CSF) collection was done on days 3 and 29 after PMN310 administration. Tests showed that the levels of PMN310 in the CSF increased proportionally with the dosage on both days 3 and 29. Even at the lowest dose, PMN310 appeared present at over 100 times the concentration of the oligomers in the CNS. The half-life of PMN310 in CSF was approximately 25 days, which appears supportive of once per month dosing. We expect to present the full dataset at an upcoming medical meeting in the 2H 2024. â€‹A Phase 1b proof of concept trial in Alzheimerâ€™s disease patients is expected to initiate in the second half of 2024. This randomized, placebo controlled, double blind clinical trial is expected to enroll 100 patients and will not only look at critical biomarkers and incidence of ARIA but will also extend for 12 months to enable us to measure important clinical endpoints. â€‹Expenditures for PMN310 in the three months ended June 30, 2024 were approximately $1.1 million, not including allocations of senior management time.ALS Portfolio, including TAR-DNA binding protein 43 (TDP-43) â€“ PMN267PMN267 has been humanized in a human IgG1 framework and is ready to progress to IND-enabling studies, subject to sufficient available resources, to support the systemic, extracellular administration form. Additionally, in conjunction with a partner having expertise with vectorization, the development of an intrabody form could progress.â€‹Multiple system atrophy (MSA) â€“ PMN442ProMIS has selected a novel monoclonal antibody (PMN442) as a lead candidate for MSA based on its selective binding and protective activity against pathogenic forms of alpha-synuclein. PMN442 has been humanized in a human IgG1 framework and is ready to progress to IND-enabling studies, subject to availability of sufficient resources.22Table of ContentsOther key projectsâ€‹We continue to progress with other key projects, in addition to our top priorities PMN310, PMN267, and PMN442. With respect to the amyloid vaccine program, mouse studies have provided data guiding the development of an AD vaccine containing our oligomer peptide antigens conjugated to a carrier protein in formulation with an adjuvant. Mouse vaccination studies with a-syn vaccine candidates utilizing our peptide antigens to target pathogenic a-syn enabled the selection of our lead vaccine candidate, PMN400, against multiple synucleinopathies including MSA, Parkinsonâ€™s disease and Lewy body dementia.â€‹Our proprietary technology employs algorithmic prediction of protein misfolding to identify disease-specific epitopes (DSEs) to which selective antibodies can be raised. Â An effort is underway to update the algorithms with machine learning capabilities to accelerate our ability to identify and patent DSEs and antibodies, across neurodegenerative diseases as well as other therapeutic areas.â€‹Recent Corporate Highlightsâ€‹â€‹â—In July 2024, topline data from the first four cohorts were released. Â PMN310 was generally well-tolerated with no treatment-emergent SAEs observed after administration of PMN310, and, importantly, showed that PMN310 crossed into the central nervous system in quantities suggesting we may see potential target engagement in the upcoming Phase 1b clinical study. Tests showed that the levels of PMN310 in the CSF increased proportionally with the dosage on both days 3 and 29. Even at the lowest dose, PMN310 appeared present at over 100 times the concentration of the oligomers in the CNS. The half-life of PMN310 in CSF was approximately 25 days, which appears supportive of once per month dosing. We expect to present the full dataset at an upcoming medical meeting in the second half of 2024. A Phase 1b proof of concept trial in Alzheimerâ€™s disease patients is expected to initiate in the second half of 2024. This randomized, placebo controlled, double blind clinical trial is expected to enroll 100 patients and will not only look at critical biomarkers and incidence of ARIA but will also extend for 12 months to enable us to measure important clinical endpoints.â€‹â—In July 2024, we announced a Private Placement for gross proceeds of $30.3 million upfront with up to an additional $92.4 million tied to exercise of warrants, with certain of the warrants subject to shareholder approval, before deducting an estimated $2.5 million in placement agent fees and other offering costs. For more information on the Private Placement, refer to â€œLiquidity and Capital Resources.â€â€‹â—In June 2024, the manuscript titled â€œSeeding activity of human superoxide dismutase 1 aggregates in familial and sporadic amyotrophic lateral sclerosis postmortem neural tissues by real-time quaking-induced conversionâ€ was published in the Acta Neuropathologica journal. â€‹â—In June 2024, the manuscript titled â€œAmyloidogenic regions in beta-strands II and III modulate the aggregation and toxicity of SOD1 in living cellsâ€ was published in the Open Biology journal.â€‹â—In July 2024, the poster titled â€œNovel approach to optimization of Alzheimerâ€™s vaccine configuration for maximal targeting of toxic amyloid beta oligomersâ€ was presented at AAIC 2024.Components of Operating Resultsâ€‹RevenueWe have not generated any revenue since our inception and do not expect to generate any revenue from the sale of our products in the near future, if at all. If our product candidates are successful and result in marketing approval or if we enter into collaboration or license agreements with third parties, we may generate revenue in the future from a combination of product sales or payments from such collaboration or license agreements.23Table of ContentsOperating ExpensesResearch and Development ExpensesResearch and development expenses consist primarily of costs incurred in connection with the development and research of our platform technologies, as well as unrelated discovery program expenses. We expense research and development costs in the periods in which they are incurred. These expenses include:â—employee-related expenses, including salaries, related benefits and share-based compensation expense, for employees engaged in research and development activities;â—external research and development expenses incurred under arrangements with third parties, such as contract research organizations or contract research organizations (â€œCROsâ€), and consultants;â—the cost of acquiring, developing, and manufacturing clinical study materials; andâ—costs associated with preclinical and clinical activities and regulatory operations.We enter into consulting, research, and other agreements with commercial entities, researchers, universities, and others for the provision of goods and services. Such arrangements are generally cancelable upon reasonable notice and payment of costs incurred. Costs are considered incurred based on an evaluation of the progress to completion of specific tasks under each contract using information and data provided by the respective vendors, including our clinical sites. These costs consist of direct and indirect costs associated with our platform technologies, as well as fees paid to various entities that perform certain research on our behalf. Depending upon the timing of payments to the service providers, we recognize prepaid expenses or accrued expenses related to these costs. These accrued or prepaid expenses are based on managementâ€™s estimates of the work performed under service agreements, milestones achieved, and experience with similar contracts. We monitor each of these factors and adjust estimates accordingly.Research and development activities account for a significant portion of our operating expenses. If we are able to obtain additional funding, we expect our research and development expenses to increase substantially for the foreseeable future as we continue to implement our business strategy, which includes advancing our platform technologies through clinical development as well as other product candidates into clinical development, expanding our research and development efforts, including hiring additional personnel to support our research efforts, our clinical and product development efforts, and seeking regulatory approvals for our product candidates that successfully complete clinical trials.We use our personnel and infrastructure resources across multiple research and development programs directed toward identifying and developing product candidates. Our direct research and development expenses consist primarily of external costs, including fees paid to consultants, contractors and CROs in connection with our development activities and the cost of acquiring, developing, and manufacturing clinical study materials.General and Administrative ExpensesGeneral and administrative expenses consist primarily of personnel costs including salary, bonus, employee-benefits and share-based compensation, costs incurred in development and protection of intellectual property, professional service fees, and other general overhead and facility costs, (including rent) depreciation and amortization. If we are able to obtain additional funding, we expect our general and administrative expenses to increase substantially for the foreseeable future as we increase our administrative function to support the growth of the business and its continued research and development activities.Other (Expense) IncomeOther (expense) income consists primarily of interest expense on deferred accounts payable with a vendor, changes in the fair value of our financial instruments and interest income.24Table of ContentsSix Months Ended June 30, 2024 and 2023â€‹Results of Operationsâ€‹The following table summarizes our results of operations for the periods presented:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six Months Ended JuneÂ 30,Â â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â Changeâ€‹Operating expensesÂ â€‹Â Â Â â€‹Â Â Â â€‹Â Â â€‹Research and developmentâ€‹$ 3,749,599â€‹$ 4,515,967â€‹$ (766,368)â€‹General and administrativeâ€‹Â 2,640,758â€‹Â 3,354,588â€‹Â (713,830)â€‹Total operating expensesâ€‹Â 6,390,357â€‹Â 7,870,555â€‹Â (1,480,198)â€‹Loss from operationsâ€‹Â (6,390,357)â€‹Â (7,870,555)â€‹Â 1,480,198â€‹Other income (expense)â€‹Â 131,612â€‹Â 599,150â€‹Â (467,538)â€‹Net lossâ€‹$ (6,258,745)â€‹$ (7,271,405)â€‹$ 1,012,660â€‹â€‹Research and Development ExpensesÂ The following table summarizes the period-over-period changes in research and development expenses for the periods presented:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six Months Ended JuneÂ 30,Â â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â Changeâ€‹Direct research and development expenses by programÂ â€‹Â Â Â â€‹Â Â Â â€‹Â Â â€‹PMN310â€‹$ 2,623,174â€‹$ 2,603,786â€‹$ 19,388â€‹ALSâ€‹Â â€”â€‹Â â€”â€‹Â â€”â€‹Platform and other programsâ€‹Â 358,772â€‹Â 298,915â€‹Â 59,857â€‹Indirect research and development expenses:â€‹Â â€‹â€‹â€‹â€‹â€‹Â â€‹â€‹Employee salaries and benefitsâ€‹Â 699,829â€‹Â 734,842â€‹Â (35,013)â€‹Share-based compensationâ€‹â€‹ 7,625â€‹â€‹ 78,018â€‹â€‹ (70,393)â€‹Consulting expenseâ€‹Â 41,492â€‹Â 769,300â€‹Â (727,808)â€‹Other operating costsâ€‹Â 18,707â€‹Â 31,106â€‹Â (12,399)â€‹Total research and development expensesâ€‹$ 3,749,599â€‹$ 4,515,967â€‹$ (766,368)â€‹â€‹Research and development expenses decreased by $0.8 million, or 17%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. This decrease is attributable to a $0.7 million decrease in consulting expenses as we focused resources primarily on the submission of the PMN310 IND application, which was completed in April 2023 and cleared in May 2023. Employee salaries and share-based compensation decreased by $0.1 million, offset by a $0.1 million increase in platform and other program costs. â€‹General and Administrative ExpensesÂ The following table summarizes the period-over-period changes in general and administrative expenses for the periods presented:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six Months Ended JuneÂ 30,Â â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â Changeâ€‹Employee salaries and benefitsâ€‹$ 335,620â€‹$ 421,933â€‹$ (86,313)â€‹Share-based compensationâ€‹â€‹ 73,958â€‹â€‹ 188,683â€‹â€‹ (114,725)â€‹Professional and consulting feesâ€‹Â 1,999,394â€‹Â 2,573,814â€‹Â (574,420)â€‹Patent expenseâ€‹Â 162,330â€‹Â 142,143â€‹Â 20,187â€‹Facility-related and otherâ€‹Â 69,456â€‹Â 28,015â€‹Â 41,441â€‹Total general and administrative expensesâ€‹$ 2,640,758â€‹$ 3,354,588â€‹$ (713,830)â€‹â€‹General and administrative expenses decreased by $0.7 million, or 21%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. Employee salaries and share-based compensation costs decreased by $0.1 million. Professional and consulting fees decreased by $0.6 million. Â Professional and consulting fees during the six months ended June 30, 2023 included one-time costs of $0.8 million related to expensing previously deferred financing costs after abandoning planned offerings. Â Excluding one-time costs, professional and consulting fees were $1.8 million for the six months ended June 30, 2023, reflecting an increase in 2024 25Table of Contentsprofessional and consulting fees of $0.2 million. This was comprised of an increase of $0.4 million in legal costs, $0.1 million in investor relations and audit and tax fees, offset by a decrease of $0.1 million in insurance and other consulting costs.Â Other (Expense) IncomeÂ Other income decreased by $0.5 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease was primarily due to a decrease on the gain on change in fair value of financial instruments of $0.5 million.â€‹Three Months Ended June 30, 2024 and 2023â€‹Results of OperationsThe following table summarizes our results of operations for the periods presented:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Three Months Ended JuneÂ 30,Â â€‹â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â ChangeOperating expensesÂ â€‹Â Â Â â€‹Â Â Â â€‹Â Â Research and developmentâ€‹$ 1,625,821â€‹$ 1,005,715â€‹$ 620,106General and administrativeâ€‹Â 1,087,885â€‹Â 1,894,169â€‹Â (806,284)Total operating expensesâ€‹Â 2,713,706â€‹Â 2,899,884â€‹Â (186,178)Loss from operationsâ€‹Â (2,713,706)â€‹Â (2,899,884)â€‹Â 186,178Other income/(expense)â€‹Â 90,049â€‹Â 587,910â€‹Â 497,861Net lossâ€‹$ (2,623,657)â€‹$ (2,311,974)â€‹$ (311,683)â€‹Research and Development ExpensesThe following table summarizes the period-over-period changes in research and development expenses for the periods presented:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Three Months Ended JuneÂ 30,Â â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â ChangeDirect research and development expenses by programÂ â€‹Â Â Â â€‹Â Â Â â€‹Â Â PMN310â€‹$ 1,073,864â€‹$ 219,155â€‹$ 854,709Platform and other programsâ€‹Â 162,910â€‹Â 148,762â€‹Â 14,148Indirect research and development expenses:â€‹Â â€‹â€‹Â â€‹â€‹Â â€‹Employee salaries and benefitsâ€‹Â 353,525â€‹Â 365,004â€‹Â (11,479)Share-based compensationâ€‹â€‹ 3,812â€‹â€‹ 39,109â€‹â€‹ (35,297)Consulting expenseâ€‹Â 28,167â€‹Â 226,607â€‹Â (198,440)Other operating costsâ€‹Â 3,543â€‹Â 7,078â€‹Â (3,535)Total research and development expensesâ€‹$ 1,625,821â€‹$ 1,005,715â€‹$ 620,106â€‹Research and development expenses increased by $0.6 million, or 62%, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. This increase is attributable to a $0.9 million increase in direct research and development expenses related to PMN310 phase 1a clinical trial costs in the three months ended June 30, 2024, offset by a decrease of $0.2 million in consulting expenses. â€‹General and Administrative ExpensesThe following table summarizes the period-over-period changes in general and administrative expenses for the periods presented:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Three Months Ended JuneÂ 30,Â â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â ChangeEmployee salaries and benefitsâ€‹$ 164,498â€‹$ 222,823â€‹$ (58,325)Share-based compensationâ€‹â€‹ 14,186â€‹â€‹

95,082â€‹â€‹ (80,896)Professional and consulting feesâ€‹Â 746,908â€‹Â 1,630,132â€‹Â (883,224)Patent expenseâ€‹Â 104,668â€‹Â 44,219â€‹Â 60,449Facility-related and otherâ€‹Â 57,625â€‹Â (98,087)â€‹Â 155,712Total general and administrative expensesâ€‹$ 1,087,885â€‹$ 1,894,169â€‹$ (806,284)26Table of Contentsâ€‹General and administrative expenses decreased by $0.8 million, or 43%, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. Employee salaries and share-based compensation decreased by $0.1 million. Professional and consulting fees during the six months ended June 30, 2023 included one-time costs of $0.8 million related to expensing previously deferred financing costs after abandoning planned offerings. Excluding one-time costs, professional and consulting fees were $0.8 million for the six months ended June 30, 2023, representing a modest decrease of $0.1 million compared to $0.7 million in professional and consulting fees during the three months ended June 30, 2024, primarily driven by an increase of $0.2 million in legal and board costs, offset by a decrease of $0.1 million in insurance and other consulting costs. Facility-related and other costs increased by $0.2 million primarily due to realized foreign currency exchange gain impacts in the three months ended June 30, 2023.Â Other Income (Expense)Other income (expense) decreased by $0.5 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease was primarily due to a decrease on the gain on change in fair value of financial instruments of $0.5 million.â€‹Liquidity and Capital ResourcesSources of LiquidityWe are a development stage company as we have not generated revenues to date and do not expect to have significant revenues until we are able to sell a product candidate after obtaining applicable regulatory approvals or we establish collaborations that provide funding, such as licensing fees, milestone payments, royalties, research funding or otherwise. Operations have been financed since inception, through the sale of equity and debt securities and the conversion of Common Share purchase warrants and share options. Our objectives, when managing capital, are to ensure there are sufficient funds available to carry out our research, development and eventual commercialization programs. When we have excess funds, we manage our liquidity risk by investing in highly liquid corporate and government bonds with staggered maturities to provide regular cash flow for current operations. We do not hold any asset-backed commercial paper and our cash is not subject to any external restrictions. We also manage liquidity risk by frequently monitoring actual and projected cash flows. The Board of Directors reviews and approves the Companyâ€™s operating and capital budgets, as well as any material transactions not in the ordinary course of business. The majority of our accounts payable and accrued liabilities have maturities of less than threeÂ months. We are dependent on our ability to generate revenues from our products or secure additional financing in order to continue our research and development activities and meet our ongoing obligations and existing liabilities. In May 2023, we entered into an agreement with a vendor, which provided for the option to defer payment on approximately $5.5 million of current accounts payable and accrued liabilities until March 31, 2024. We repaid the entirety of the $5.9 million outstanding in March 2024, which terminated the agreement.In August 2023, we completed a private placement of 9,945,969 Common Shares and, in lieu of Common Shares, 954,725 pre-funded warrants, each attached to a Common Share warrant exercisable at a price of $1.75 for gross proceeds of $20.4 million before deducting issuance costs of $2.7 million. Proceeds from the private placement are being used to advance the clinical development of PMN310, ProMISâ€™ lead therapeutic candidate, as well as for working capital and other general corporate expenses.â€‹On September 22, 2023, we filed a registration statement on Form S-3 (File No. 333-274658) with the SEC, which was declared effective on September 29, 2023 (Shelf Registration Statement), in relation to the registration of Common Shares, preferred shares, subscription receipts, debt securities, warrants and/or units of any combination thereof for the purposes of selling, from time to time, our Common Shares, debt securities or other equity securities in one or more offerings. On January 5, 2024, we entered into an At The Market Offering Agreement with BTIG, LLC to provide for the offering, issuance and sale of up to an aggregate amount of $25.0 million of our Common Shares from time to time in â€œat-the-marketâ€ offerings under the Shelf Registration Statement and subject to the limitations thereof. During the six months ended June 30, 2024, we sold 75,862 shares for net proceeds of approximately $0.2 million.â€‹In July 2024, we completed a private placement for aggregate gross proceeds of $30.3 million to sell an aggregate of (a) 9,757,669 common share units (the â€œCommon Share Unitsâ€) sold at $2.15 per Common Share Unit, each consisting of one Common Share and certain accompanying warrants to purchase Common Shares (Tranche A, B and C) and, for certain investors, (b) 4,371,027 pre-funded units (the â€œPre-Funded Unitsâ€ and together with the Common Share Units, the â€œUnitsâ€) sold at $2.14 per Pre-Funded Unit, each consisting of one Pre-Funded Warrant to purchase one Common Share Â and certain accompanying warrants to purchase Common Shares (Tranche A, B and C).â€‹The Pre-Funded Warrants have an exercise price of $0.01 per Warrant Share, are immediately exercisable and will expire when exercised in full. The Tranche A Common Share purchase warrants have an exercise price of $2.02, , are exercisable immediately upon Shareholder 27Table of ContentsApproval (as defined below) and will expire upon the earlier of (i) 18 months or (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 6-month data from the cohorts treated with multiple ascending doses of PMN310 . The Tranche B Common Share purchase warrants have an exercise price of $2.02, are exercisable immediately upon Shareholder Approval (as defined below) and will expire upon the earlier of (i) 30 months or (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 12-month data from the cohorts treated with multiple ascending doses of PMN310. The Tranche C Common Share purchase warrants have an exercise price of $2.50, are immediately exercisable and will expire July 31, 2029. . Pursuant to Nasdaq Listing Rule 5635(d), the exercise of the Tranche A and Tranche B Common Share purchase warrants is subject to shareholder approval (the â€œShareholder Approvalâ€). There is an additional $92.4 million available tied to exercise of warrants. Proceeds from the private placement are expected to be used to advance the clinical development of PMN310, our lead therapeutic candidate, as well as for working capital and other general corporate expenses.â€‹Management believes that the net proceeds from the July 2024 private placement will provide sufficient cash, based on our current operating plan, to enable us to fund our operating expenses into 2026. We are subject to all the risks inherent in the development of new biopharmaceutical products, and we may encounter unforeseen expenses, difficulties, complications, delays, and other unknown factors that may harm our business.Future capital requirements will depend upon many factors, including the timing and extent of spending on research and development and market acceptance of our products, if approved for commercial sale. We will require additional funding to conduct future clinical activities. We expect to seek additional funding through public and private financings, debt financings, collaboration agreements, strategic alliances and licensing agreements. Although we have been successful in raising capital in the past, there is no assurance of success in obtaining such additional financing on terms acceptable to us, if at all, and there is no assurance that we will be able to enter into collaborations or other arrangements. If we are unable to obtain funding, it could force delays, reduce or eliminate research and development programs, product portfolio expansion or commercialization efforts, which could adversely affect future business prospects, and the ability to continue our operations.Our sources of funding for both the three months ended June 30, 2024 and 2023 are further evaluated in the cash flow section below. We have no current indebtedness and no ongoing material financial commitments that may affect our liquidity over the next five years. Future Funding RequirementsWe do not expect to generate any product revenue unless and until we obtain regulatory approval of and commercialize any of our product candidates, and we do not know when, or if, that will occur. Until we can generate significant revenue from product sales, if ever, we will continue to require substantial additional capital to develop our current and future product candidates and fund operations for the foreseeable future.Â We expect our expenses to increase substantially in connection with our ongoing activities, particularly as we advance the preclinical activities and studies and initiate additional clinical trials.Â We are subject to all the risks incident in the development of new biopharmaceutical products, and we may encounter unforeseen expenses, difficulties, complications, delays, and other unknown factors that may harm our business.â€‹In order to complete the development of PMN310, PMN442, PMN267, or any future product candidates, we will require substantial additional capital. Accordingly, we expect to seek to raise any necessary additional capital through private or public equity or debt financings, loans or other capital sources, which could include income from collaborations, partnerships or other marketing, distribution, licensing or other strategic arrangements with third parties, or from grants. To the extent that we raise additional capital through equity financings or convertible debt securities, the ownership interest of our stockholders will be or could be diluted, and the terms of these securities may include liquidation, voting or other preferences that adversely affect the rights of our common stockholders. Debt financing and equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, including restricting our operations and limiting our ability to incur liens, issue additional debt, pay dividends, repurchase our common stock, make certain investments or engage in merger, consolidation, licensing, or asset sale transactions. If we raise capital through collaborations, partnerships, and other similar arrangements with third parties, we may be required to grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves. We may be unable to raise additional capital from these sources on favorable terms, or at all.â€‹Our present and future funding requirements will depend on many factors, including the following:â€‹â€¢ the scope, timing, progress, results, and costs of researching and developing PMN310, PMN442, PMN267, and conducting clinical trials, including larger and later-stage trials;â€‹â€¢ the scope, timing, progress, results, and costs of preclinical studies and clinical trials for any other current and future programs;28Table of Contentsâ€‹â€¢ the time and costs involved in obtaining regulatory approval for our other pipeline product candidates and any delays we may encounter as a result of evolving regulatory requirements or adverse results with respect to any of these product candidates;â€‹â€¢ terms and timing of any acquisitions, collaborations or other arrangements;â€‹â€¢ the cost and timing of attracting, hiring, and retaining skilled personnel to support our operations;â€‹â€¢ the number of potential new products we identify and decide to develop;â€‹â€¢ the costs involved in filing and prosecuting patent applications and obtaining, maintaining and enforcing patents or defending against claims or infringements raised by third parties, and license royalties or other amounts we may be required to pay to obtain rights to third party intellectual property rights; andâ€‹â€¢ the costs associated with operating as a public company.â€‹A change in the outcome of any of these or other factors with respect to the development of any of our product candidates could significantly change the costs and timing associated with the development of that product candidate.Â In addition, we based projections of operating capital requirements on our current operating plan, which includes several assumptions that may prove to be incorrect, and we may use all of our available capital resources sooner than we expect.â€‹Cash FlowsThe following table summarizes our sources and uses of cash for the periods presented:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six Months Ended JuneÂ 30,Â â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â Changeâ€‹Net cash used in operating activitiesâ€‹$ (11,795,957)â€‹$ (4,708,976)â€‹$ (7,086,981)â€‹Net cash provided by financing activitiesâ€‹Â 190,274â€‹Â â€”â€‹Â 190,274â€‹Effect of exchange rates on cashâ€‹Â â€”â€‹Â 55,840â€‹Â (55,840)â€‹Net increase (decrease) in cashâ€‹$ (11,605,683)â€‹$ (4,653,136)â€‹$ (6,952,547)â€‹â€‹Cash Flows from Operating ActivitiesCash used in operating activities was $11.8 million for the six months ended June 30, 2024, which consisted of a net loss of $6.3 million, increased by a net change of $5.6 million in our operating assets and liabilities. Changes in cash flows related to operating assets and liabilities primarily consisted of a decrease of $5.8 million of accounts payable, including a repayment of $5.9 million on previously deferred accounts payable and a $0.3 million decrease in accrued liabilities, offset by a $0.6 million increase in prepaid expenses and other current assets.Cash used in operating activities was $4.7 million for the six months ended June 30, 2023, which consisted of a net loss of $7.3 million, increased by non-cash activities of $0.3 million offset by a net change of $2.9 million in our operating assets and liabilities. Non-cash activities primarily consisted of a non-cash gain on the change in fair value of warrant liability of $0.6 million offset by charges for share-based compensation of $0.3 million. Additive changes in cash flows related to operating assets and liabilities primarily consisted of a net increase of $2.1 million of accounts payable and accrued liabilities and a $0.8 million decrease in prepaid expenses and other current assets.Cash Flows from Investing ActivitiesThere was no cash used in investing activities during the six months ended June 30, 2024 or 2023.Cash Flows from Financing ActivitiesCash provided by financing activities during the six months ended June 30, 2024 was $0.2 million from the sale of Common Shares under the At The Market Offering Agreement.â€‹29Table of ContentsThere was no cash provided by financing activities during the six months ended June 30, 2023.â€‹Critical Accounting Policies and EstimatesOur MD&A is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with U.S GAAP and on a basis consistent with those accounting principles followed by us and disclosed in Note 2 to our audited consolidated financial statements for the year ended December 31, 2023. The preparation of these unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires our management to make certain judgments and estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements, as well as the reported expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgement about the carrying value of assets and liabilities that are not readily apparent from other sources. Significant estimates and judgments include, but are not limited to, accruals for research and development expenses and the valuation of warrant liabilities. Accordingly, actual results may differ from these judgments and estimates under different assumptions or conditions and any such difference may be material.There have been no material changes to our critical accounting estimates since DecemberÂ 31, 2023.Recently Issued Accounting PronouncementsA description of recently issued accounting pronouncements that may potentially impact our financial position and results of operations is disclosed in Note 2 to the accompanying unaudited condensed consolidated financial statements.Emerging Growth Company StatusWe are an â€œemerging growth company,â€ as defined in the JOBS Act. Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies.We have elected to use this extended transition period to enable us to comply with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date we (i)Â are no longer an emerging growth company or (ii)Â affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.Fully Diluted Share CapitalThe number of issued and outstanding Common Share Equivalents as of June 30, 2024 was as follows:â€‹â€‹â€‹â€‹Â Â Â Â Number of â€‹â€‹Common â€‹â€‹Share â€‹â€‹EquivalentsCommon Sharesâ€‹ 18,961,116Options issued and outstanding under stock option planâ€‹ 1,087,493Warrantsâ€‹ 13,387,994Series 2 Convertible Preferred SharesÂ 1,166,667Deferred share unitsÂ 1,061Total - JuneÂ 30,Â 2024Â 34,604,331â€‹â€‹ItemÂ 3. Quantitative and Qualitative Disclosures About Market Risk.In the normal course of business, we are exposed to a number of financial risks that can affect our operating performance. These risks are credit risk, liquidity risk and market risk. Our overall risk management program and prudent business practices seek to minimize any potential adverse effects on the Companyâ€™s financial performance.30Table of ContentsCredit RiskFinancial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and short-term investments. We manage our exposure to credit losses by placing our cash with accredited financial institutions, which at times, may exceed federally insured limits, and when we have excess funds, such funds are invested in high-quality government and corporate issuers with low credit risk. Cash held is not subject to any external restrictions. As of the year ended December 31, 2023 and six months ended June 30, 2024, a hypothetical 10% relative change in interest rates would not have a material impact on our Financial Statements.Liquidity RiskOur exposure to liquidity risk is dependent on purchasing obligations and raising funds to meet commitments and sustain operations. We are a pre-revenue development stage company, and we rely on external fundraising to support our operations. We also manage liquidity risk by continuously monitoring actual and projected cash flows. Our Board of Directors reviews and approves the Companyâ€™s operating budget, as well as any material transaction.Inflation RiskInflation generally affects us by increasing our cost of labor, outside consultants and CROs. We do not believe that inflation had a material effect on our business, financial condition or results of operations during the three and six months ended June 30, 2024.ItemÂ 4. Controls and Procedures.Evaluation of Disclosure Controls and ProceduresThe Company maintains â€œdisclosure controls and procedures,â€ as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2024. Based on the evaluation of our disclosure controls and procedures, our management concluded that, as of June 30, 2024, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in this Quarterly Report on Form 10-Q was (a) reported within the time periods specified by SEC rules and regulations, and (b) communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding any required disclosure.Changes in Internal Control over Financial ReportingThere have been no changes in our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act that occurred during the quarter ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.PARTÂ IIItemÂ 1. Legal

ProceedingsFrom time to time, we may become involved in litigation or other legal proceedings arising in the ordinary course of our business. We are not currently a party to any material litigation or legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, negative publicity, reputational harm and other factors.31Table of ContentsItemÂ 1A. Risk Factors.We operate in a rapidly changing environment that involves a number of risks which could materially affect our business, financial condition or future results, some of which are beyond our control. In addition to the other information set forth in this Quarterly Report on FormÂ 10-Q, the risks and uncertainties that we believe are most important for you to consider are discussed under the heading â€œRisk Factors Summaryâ€ and in ItemÂ 1AÂ â€“ â€œRisk Factorsâ€ in the Companyâ€™s Annual Report Form 10-K, as amended and supplemented by the information in â€œPart II, Item 1A. Risk Factorsâ€ in our Quarterly Reports on Form 10-Q for quarters, as applicable. Â There have been no material changes to the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2023.ItemÂ 2. Unregistered Sales of Equity Securities and Use of Proceeds.None. â€‹ItemÂ 3. Defaults upon Senior SecuritiesNone.â€‹ItemÂ 4. Mine Safety Disclosures.Not applicableâ€‹ItemÂ 5. Other Information.During the three months ended June 30, 2024, no officer or director of the Company (as defined in Rule 16a-1(f)) adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K of the Exchange Act.â€‹32Table of ContentsItemÂ 6. Exhibits.The following documents are filed as exhibits to this Quarterly Report on FormÂ 10-Q:31.1*Certification Pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002Â â€“ Chief Executive Officer31.2*Certification Pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002Â â€“ Chief Financial Officer32.1*Certification Pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002Â â€“ Chief Executive Officer and Chief Financial Officer101.INS*Inline XBRL Instance Document - The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.101.SCH*Inline XBRL Taxonomy Extension Schema Document.101.CAL*Inline XBRL Taxonomy Extension Calculation Linkbase Document.101.DEF*Inline XBRL Taxonomy Extension Definition Linkbase Document.101.LAB*Inline XBRL Taxonomy Extension Label Linkbase Document.101.PRE*Inline XBRL Taxonomy Extension Presentation Linkbase Document.104*Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).* Filed herewith.â€‹The certification attached as Exhibit 32.1 that accompanies this Quarterly Report is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report, irrespective of any general incorporation language contained in such filing.â€‹33Table of ContentsSIGNATURESPursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on August 8, 2024.â€‹Â Â Â Â PROMIS NEUROSCIENCESÂ INC.â€‹â€‹â€‹â€‹Date: August 8, 2024â€‹By:/s/ Neil Warmaâ€‹â€‹â€‹Neil Warmaâ€‹â€‹â€‹Interim Chief Executive Officerâ€‹â€‹â€‹(interim principal executive officer)â€‹â€‹â€‹â€‹Date: August 8, 2024â€‹By:/s/ Daniel Geffkenâ€‹â€‹â€‹Daniel Geffkenâ€‹â€‹â€‹Chief Financial Officerâ€‹â€‹â€‹(principal financial officer)â€‹â€‹â€‹â€‹34Exhibit 31.1CERTIFICATION PURSUANT TORULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002â€‹I, Neil Warma, certify that:1.Â I have reviewed this quarterly report on Form 10-Q of ProMIS Neurosciences Inc.;2.Â Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Â Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.Â The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)Â Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Â Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.Â The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)Â All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: August 8, 2024â€‹â€‹/s/Neil Warmaâ€‹Neil Warmaâ€‹Interim Chief Executive Officerâ€‹(Interim Principal Executive Officer)â€‹â€‹Exhibit 31.2CERTIFICATION PURSUANT TORULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002â€‹I, Daniel Geffken, certify that:1.Â I have reviewed this quarterly report on Form 10-Q of ProMIS Neurosciences Inc.;2.Â Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Â Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.Â The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Â Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Â Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.Â The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)Â All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: August 8, 2024â€‹â€‹/s/ Daniel Geffkenâ€‹Daniel Geffkenâ€‹Chief Financial Officerâ€‹(Principal Financial Officer)â€‹â€‹Exhibit 32.1CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICERPURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report on Form 10-Q of ProMIS Neurosciences Inc. (the â€œCompanyâ€) for the period ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), the undersigned, as the Principal Executive Officer of the Company and the Principal Financial Officer of the Company, respectively, certify, pursuant to and for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, that to their knowledge: (1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.â€‹â€‹â€‹Date:August 8, 2024/s/ Neil Warmaâ€‹â€‹Neil Warmaâ€‹â€‹Interim Chief Executive Officerâ€‹â€‹(Interim Principal Executive Officer)â€‹â€‹â€‹â€‹â€‹â€‹Date:August 8, 2024/s/ Daniel Geffkenâ€‹â€‹Daniel Geffkenâ€‹â€‹Chief Financial Officerâ€‹â€‹(Principal Financial Officer)â€‹