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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Shekhat Denil Nanji</u>  (Last) (First) (Middle) C/O MIRA PHARMACEUTICALS, INC. 1200 BRICKELL AVE. SUITE 1950 #1183  (Street) MIAMI FL 33131  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MIRA PHARMACEUTICALS, INC. [ MIRA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/18/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Nonqualified Stock Option (right to buy)	\$0.71 <sup>(1)</sup>	06/18/2024		A		50,000		(2)	06/18/2034	Common Stock	50,000	\$0	41,666 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The exercise price of the stock options issued to the Reporting Person is equal to the Nasdaq Official Closing Price of the Issuer's common stock on June 18, 2024, the date of the grant.
- The stock options were issued to the Reporting Person on June 18, 2024, pursuant to a grant under the Issuer's 2022 Omnibus Incentive Plan, as amended and restated (the "Plan"), and in accordance with the terms of a consulting agreement dated June 18, 2024, by and between the Reporting Person and MIRA Pharmaceuticals, Inc. The stock options will vest in three equal tranches, with the first tranche vesting immediately on the grant date of June 18, 2024, the second tranche vesting on December 18, 2024, and the final tranche vesting on June 18, 2025.
- Represents (i) 25,000 stock options that were issued to the Reporting person on March 25, 2024, that were vested in full and became exercisable on the same date, pursuant to a grant under the Plan at an exercise price of \$1.16 each and (ii) 16,666 stock options that were issued to the Reporting Person on June 18, 2024, that were vested in full and became exercisable on the same date, pursuant to a grant under the Plan at an exercise price of \$0.71 each.

/s/ Denil Shekhat 06/21/2024  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.