

PRESS RELEASE

Restart Life Sciences Corp. Announces Share Consolidation, Private Placement & Debt Settlement

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VANCOUVER, BC / January 15, 2025 / Restart Life Science Corp. (CSE:HEAL)(FSE:HN3)(OTC Pink Sheets:NMLSD) (“Restart Life” or the “Company”) announces that it plans to consolidate all of the Company’s issued and outstanding common shares (the “Shares”) on the basis of five (5) pre-consolidated Shares for every one (1) post-consolidated Share (the “Consolidation”).

The Company currently has 36,253,901 Shares issued and outstanding. Upon completion of the Consolidation, the Company will have 7,250,780 Shares issued and outstanding. Outstanding convertible securities will be adjusted by the Consolidation ratio and the respective exercise prices be adjusted accordingly. The Company’s name and trading symbol shall remain the same.

The Company will issue a further news release announcing the effective date in which the Company will commence trading under the new name and symbol on a post-consolidated basis.

Further, the Company announces that it is proceeding on a private placement financing on a post-consolidated basis for gross proceeds of up to CDN\$500,000 in units (each, a “Unit”) at a price of CDN\$0.115 per Unit (the “Placement”).

Each Unit will consist of one common share in the capital of the Company (a “Share”) and one transferable share purchase warrant (each, a “Warrant”). Each Warrant will be exercisable to acquire one additional Share at an exercise price of CDN\$0.15 per Share for a period of 12 months from the date of issuance.

The Company intends to use the proceeds from the Placement towards general working capital purposes. The Company may pay finder’s fees in accordance with the policies of the Canadian Securities Exchange.

In addition, the Company proposes to enter into debt settlement agreements with certain creditors (the “Creditors”) to settle an aggregate of approximately CAD\$190,000 in debt (the “Debt”) under the same terms as the Placement (the “Debt Settlement”).

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All securities issued in connection with the Placement and Debt Settlement are subject to a statutory hold period of four (4) months plus a day from the date of issuance in accordance with applicable securities legislation.

The securities issued pursuant to the Placement and Debt Settlement have will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

A portion of the Debt Settlement shall constitute a “related party transaction” as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions under section 5.5(a) and section 5.7(1)(a) from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the shares issued to the related party does not exceed 25% of the Company's market capitalization, as determined in accordance with MI 61-101.

About Restart Life Sciences Corp.

Restart Life Science Corp. is a Canadian-based life sciences company listed on the CSE. For more information about Restart Life, please visit the Company's website at www.restartlife.co

Forward-Looking Statements

This news release contains statements that constitute “forward-looking statements.” Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause Restart Life Science’s actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “projects,” “potential” and similar expressions, or that events or conditions “will,” “would,” “may,” “could” or “should” occur.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

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