

Form 51-102F3
Material Change Report

1. Name and Address of Company

Restart Life Sciences Corp.
700-838 W Hastings Street
Vancouver, BC, V6C 0A6
(the "Company")

2. Dates of Material Change(s)

February 6, 2025

3. News Release(s)

A news release was issued on February 7, 2025 and disseminated via Stockwatch pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company announces it has closed a debt settlement transaction (the "Debt Settlement") to settle an aggregate CDN\$126,185.40 in debt (the "Debt") and a non-brokered private placement for total gross proceeds of CDN\$550,000 (the "Placement"). Pursuant to the Placement, the Company has allotted and issued 11,000,000 units (the "Units") at a price of CDN\$0.05 per Unit. Each unit consists of one common share of the Company and one transferable share purchase warrant, with each warrant entitling the holder to acquire one additional common share at an exercise price of CDN\$0.075 for a period of 12 months from the date of issuance. In settlement of the Debt, the Company has issued 2,523,708 Units under the same terms as the Placement.

5. Full Description of Material Changes

News Release dated February 7, 2025 – See Schedule "A"

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Steve Loutskou, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (778) 819-0244.

9. Date of Report

This report is dated February 7, 2025.

SCHEDULE "A"
to the Material Change Report February 7, 2025

Restart Life Sciences Corp. Closes Private Placement and Debt Settlement Transactions

VANCOUVER, BC / February 7, 2025 / Restart Life Science Corp. (CSE: HEAL) (FSE: HN3) (OTC Pink Sheets: NMLSD) ("Restart Life" or the "Company") announces that further to its news release dated January 16, 2025, the Company has closed a debt settlement transaction (the "**Debt Settlement**") to settle an aggregate CDN\$126,185.40 in debt (the "**Debt**") and a non-brokered private placement for total gross proceeds of CDN\$550,000 (the "**Placement**").

Pursuant to the Placement, the Company has allotted and issued 11,000,000 units (the "**Units**") at a price of CDN\$0.05 per Unit. Each unit consists of one common share of the Company and one transferable share purchase warrant, with each warrant entitling the holder to acquire one additional common share at an exercise price of CDN\$0.075 for a period of 12 months from the date of issuance.

In settlement of the Debt, the Company has issued 2,523,708 Units under the same terms as the Placement.

The Company will use the proceeds from the Placement towards general working capital purposes. All securities issued under the Placement are subject to a hold period of four months and one day expiring on June 7, 2025.

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