

PRESS RELEASE

Restart Life Sciences Corp. Relies on Exception Under CSE Policy 4.6(2)(b) for Previously Closed Private Placement and Debt Settlement Transactions and Announces Debt Settlement Transaction

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VANCOUVER, BC / February 7, 2025 / Restart Life Science Corp. (CSE: HEAL) (FSE: HN3) (OTC Pink Sheets: NMLSD) (“Restart Life” or the “Company”) announces that the Company proposes to enter into debt settlement agreements with certain creditors (the “Creditors”) to settle up to CAD\$120,000 in debt (the “Debt Settlement”).

Pursuant to the Debt Settlement, the Company shall issue units (the “Units”) at a price of \$0.075 per Unit. 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\$0.10 per Share for a period of 12 months from the date of issuance.

All securities issued in connection with the 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 Debt Settlement remains subject to CSE approval.

The securities issued pursuant to the 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.

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.

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Further to the Company's news release issued this morning announcing the closing of a non-brokered private placement and debt settlement, the Company wishes to clarify that the Company relied on the exception set out in Section 4.6(2)(b) of CSE Policy 4 – Corporate Governance, Security Holder Approvals and Miscellaneous Provisions (the "Policy") with respect to the requirement to obtain shareholder approval of such transaction whereby the Company is issuing more than 100% of its issued share capital, however the requirement to announce the reliance on the financial hardship exception five days in advance pursuant to Policy 4.6(2)(c) was not met. The Company met the exemption requirements as the Company was in extreme financial hardship, had reached an agreement to complete the offering, no related person of the Company participated in the transaction; and the independent directors of the Company approved the transaction.

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.

On behalf of the board of directors
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