

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 18, 2025

3. News Release(s)

A news release was issued on February 19, 2025 and disseminated via Newsfile Corp. pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company has closed a debt settlement transaction to settle an aggregate \$118,476.75 of debt (the "Debt Settlement"). Pursuant to the Debt Settlement, the Company has allotted and issued 1,579,689 units at a price of \$0.075 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 \$0.10 for a period of 12 months from the date of issuance. All securities issued under the Debt Settlement are subject to a hold period of four months and one day, expiring on June 19, 2025.

In addition, the Company has granted an aggregate 1,830,000 incentive stock options ("the Options") and 3,095,000 restricted share units (the "RSUs") to officers, directors and consultants of the Company. The Options and RSUs are valid for a two year term and the Options are exercisable at a price \$0.10 per share .

5. Full Description of Material Changes

News Release dated February 19, 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 19, 2025.

SCHEDULE "A"
to the Material Change Report February 19, 2025

Restart Life Secures Strategic Production Partner

VANCOUVER, BC / February 19, 2025 / Restart Life Science Corp. (CSE: HEAL) (FSE: HN3) (OTCPK: NMLSD) ("Restart Life" or the "Company") is pleased to announce that the Company has secured a strategic production partnership with a Canadian co-packer. This new strategic partnership follows the press release dated December 13, 2024, where Restart Life and Brain Balls Inc. formed a Joint Venture to bring health-focused products to market, targeting cognitive performance, mental clarity, and overall brain health.

With this agreement, the co-packer, a recognized leader in the health food industry, will serve as the official production partner for the Brain Balls and subsequent product lines. The co-packer operates a fully equipped production facility in British Columbia, Canada, which will be utilized to handle raw ingredients, package and ship, ensuring the highest quality standards for consumers.

The co-packer, known for its flagship branded healthy cereals, has demonstrated a proven track record of success in the production and distribution of health-conscious, clean-label food products. Their production capabilities, combined with their expertise in delivering high-quality products, make them an ideal partner for Restart Life.

"We are thrilled to have this co-packer as our strategic production partner," said Steve Loutskou, CEO of Restart Life Sciences. "Their established reputation, production facility, and history of success in the health food sector make them the perfect fit for Restart. We look forward to bringing our innovative products to market and addressing the growing demand for health-focused foods."

The co-packer's expertise will ensure that the Brain Balls product line is produced in a facility that meets the highest standards of quality and safety. This partnership also opens up exciting opportunities to further expand distribution to new markets, both in Canada and abroad.

Restart Life's CEO plans to visit the co-packer's facility to engage in further discussions and strengthen the collaboration. This visit is also timed to coincide with the Company's participation in Canada's leading trade show for natural, organic, and wellness consumer packaged goods, where it aims to broaden its network and explore new business opportunities.

Further to its news release dated Feb 7, 2025, Restart Life has closed a debt settlement transaction to settle an aggregate \$118,476.75 of debt (the "Debt Settlement"). Pursuant to the Debt Settlement, the Company has allotted and issued 1,579,689 units at a price of \$0.075 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 \$0.10 for a period of 12 months from the date of issuance. All securities issued under the Debt Settlement are subject to a hold period of four months and one day, expiring on June 19, 2025.

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.

In addition, the Company has granted an aggregate 1,830,000 incentive stock options (“the Options”) and 3,095,000 restricted share units (the “RSUs”) to officers, directors and consultants of the Company. The Options and RSUs are valid for a two year term and the Options are exercisable at a price \$0.10 per share . The Options and RSUs have been granted under and are governed by the terms of the Company's incentive stock option plan and restricted share unit plan approved by shareholders at the Company’s annual general meeting held on February 7, 2025.

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