

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

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

**2. Dates of Material Change(s)**

November 8, 2023

**3. News Release(s)**

A news release was issued on November 8, 2024 and disseminated via Stockwatch pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

The Company announces that the Company has closed a debt settlement transaction (the "Debt Settlement") to settle an aggregate CDN\$318,008.45 in debt (the "Debt"). In settlement of the Debt, the Company has issued 6,360,169 common shares (the "Shares") at a deemed price of \$0.05 per Share.

**5. Full Description of Material Changes**

News Release dated November 8, 2024 – 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 November 11, 2024.

## Restart Life Sciences Corp. Closes Debt Settlement Transaction

VANCOUVER, BC / November 8, 2024 / Restart Life Sciences Corp. (CSE: HEAL) (FSE: HN3) (OTC Pink Sheets: NMLSD) ("**Restart**" or the "**Company**") a Canadian-based life sciences company, announces that further to its news release dated October 31, 2024, the Company has closed a debt settlement transaction (the "**Debt Settlement**") to settle an aggregate CDN\$318,008.45 in debt (the "**Debt**").

In settlement of the Debt, the Company has issued 6,360,169 common shares (the "Shares") at a deemed price of \$0.05 per Share. The Shares 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.

As part of the Debt settlement, certain related parties of the Company have agreed to settle \$175,258.45 worth of Debt owed for unpaid fees, loans and expenses in consideration of an aggregate 3,505,169 Shares. The issuance of the 3,505,169 Shares to the related parties, constitutes 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 Sciences Corp (CSE: HEAL)("Restart" or the "Company") a Canadian-based life sciences company listed on the Canadian Securities Exchange ("CSE").

Restart Sciences Corp.  
Steve Loutskou  
Chief Executive Officer

FOR FURTHER INFORMATION, PLEASE VISIT:

<https://restartlife.co> or email [hello@restartlife.co](mailto:hello@restartlife.co)  
Tel:(778) 819-0244

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