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These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

July 8, 2025

**RESTART LIFE SCIENCES CORP.
(the “Issuer”, “Restart” or “we”)**

SUBSCRIPTION PRICE: \$0.10 PER COMMON SHARE

What are we offering?

Offering:	The Issuer is hereby offering for sale to eligible investors Common shares in the capital of the Issuer (each, a “ Common Share ”) pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 <i>Prospectus Exemptions</i> (“ NI 45-106 ”).
Offering Price:	\$0.10 per Common Share.
Offering Amount:	Up to 10,000,000 Common Shares, for gross proceeds of up to \$1,000,000 (the “ Offering ”). There is no minimum amount.
Closing Date:	The closing of the Offering may take place in one or more tranches, the first of which is expected to close on or about August 21, 2025.
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the “ CSE ”), under the symbol “ HEAL ”.
Last Closing Price:	The closing price of the Common Shares on the CSE on July 7, 2025 (last trade date) was \$0.08.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the Issuer represents the following is true:

- **The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.**

- **The Issuer is relying on the exemptions in Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the Order) and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25 000 000.**
- **The Issuer will not close this Offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Issuer will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Issuer seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Offering Document are forward-looking statements or information (collectively “**forward-looking statements**”). Restart is hereby providing cautionary statements identifying important factors that could cause the actual results of Restart to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “may”, “is expected to”, “anticipates”, “estimates”, “intends”, “plans”, “projection”, “could”, “vision”, “goals”, “objective” and “outlook”) are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties, which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In particular, forward-looking statements in this Offering Document include, but are not limited to, statements about:

- performance of the Issuer’s products and product candidates;
- supply and demand of the Issuer’s products;
- projections on revenues generated from the sale of the Issuer’s products (or related products);
- regulatory approval and market acceptance of the Issuer’s products;
- growth strategy and opportunities;
- anticipated operating expenses and business operational requirements;
- future funds from operations;
- expectations regarding the ability to raise capital; and
- the proposed use of proceeds of the Offering and available funds.

All forward-looking statements, including, without limitation, our examination of historical operating trends, are based upon our current expectations and various assumptions. Certain assumptions made in preparing the forward-looking statements include:

- the ongoing ability of the Issuer to develop, manufacture and market its products;
- the availability of capital to undertake planned expenditures;
- the ability of the Issuer to attract wholesale and retail customers;
- the ability of the Issuer to obtain regulatory approval for its products;
- the market for the Issuer’s products will continue to grow;
- the availability and cost of labour and services; and
- prevailing applicable laws remaining unchanged.

We believe there is a reasonable basis for our expectations and beliefs, but they are inherently uncertain. We may not realize our expectations, and our beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements. The following uncertainties and factors, among others, could affect future performance and cause actual results to differ materially from those matters expressed in or implied by forward-looking statements:

Regulatory Risks

As a Company in the psychedelic drug industry, the activities of the Company are subject to regulation by governmental authorities in Canada. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary. In all cases, plans moving forward and all opportunities are subject to all necessary governmental and municipal approvals being granted. This applies to both the Company and any companies in which it has investments. The Company cannot predict the time required to secure all appropriate regulatory approvals, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals could have a material adverse effect on the Company's business, results of operations and financial condition.

Change in Laws, Regulations and Guidelines

The Company's business is subject to particular laws, regulations, and guidelines. The Company intends to comply with all laws and regulations, but there is no guarantee that the governing laws and regulations will not change which will be outside of the Company's control.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Various factors will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those plans that can be funded through cash flows generated from its existing operations, which at this time are insignificant.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, limited operations and limited revenues. Also, any other investment opportunities pursued by the Company may require additional financing. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Competition

There is competition within the biotechnology industry for investments and products considered to have commercial potential. The Company will compete with other biotechnology companies, many of which have greater financial, technical and other resources than the Company, for, among other things, research and development of biotechnology products, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Uninsurable Risks

The Company may become subject to liability for risks against which it cannot insure. The payment of any such liabilities would reduce the funds available for the Company's usual business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Issuer undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of Restart or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

1. SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

Restart Life Sciences Corp is a Canadian life sciences company dedicated to addressing today's health challenges with innovative wellness solutions. We are committed to forging a successful path through our unwavering dedication and significant achievements. Please refer to <https://www.restartlife.co/> for additional information.

Recent Developments

There are no material recent developments in respect of the Company that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

Material Facts

There are no material facts about the Issuer and the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Issuer in the 12 months preceding the date of this Offering Document on the Issuer's profile at www.sedarplus.ca. You should read these documents prior to investing.

What are the business objectives that we expect to accomplish using the available funds?

The following table sets out: (i) the business objectives the Issuer expects to accomplish using its available funds following the LIFE Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

Business objectives	Period in which Event is expected to occur	Cost related to Event
Clinical Studies	From present to end of 2026	\$35,000
Total:		\$35,000

2. USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming 100% of Offering (\$)
A	Amount to be raised by the Offering	\$1,000,000
B	Selling commissions and fees ⁽¹⁾	\$80,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$8,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$912,000
E	Working capital as at June 30, 2025 (most recent month end)	\$133,462
F	Additional sources of funding (enter in revenue and set out details below) ⁽²⁾	N/A
G	Total available funds: $G = D+E+F$	\$1,045,462

Notes:

(1) Assumes payment of 8% commission.

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering (\$)
Clinical studies	\$35,000
Working Capital and general corporate expenses	\$1,015,462
Total:	\$1,045,462

The above-noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan and financing objectives.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the growth stage, the Company's ability to continue as a going concern is dependent upon its ability to generate future cash flows and/or obtain additional financing to generate recurring positive free cash flow from operations. The Offering is intended to permit the Company to continue its growth objectives to achieve its strategic plan and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

3. USE OF FUNDS FROM PREVIOUS FINANCINGS

How have we used the other funds we have raised in the past 12 months?

On February 6, 2025, the Issuer completed a unit offering for gross proceeds of \$550,000. The intended use of proceeds for the funds raised under this offering was for working capital purposes, including professional fees, product development, extinguishing liabilities, consulting fees, salaries and tax expenses. The Issuer used all funds raised under this offering for that purpose.

4. FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Company has not engaged any dealers or finders in connection with the Offering. The Company may elect to pay finders' fees to eligible parties who have introduced subscribers to the Offering and will pay such eligible finders (each, a "Finder") who introduce investors that participate in the Offering a cash commission of 8% of gross proceeds raised from investors introduced by such Finder.

Does dealer(s) have a conflict of interest?

Not applicable.

5. PURCHASERS' RIGHTS

Rights of action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- a) to rescind your purchase of these securities with the Issuer, or**
- b) to damages against the Issuer and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the Securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

6. ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Issuer's continuous disclosure under its profile at www.SEDARplus.ca and at <https://restartlife.co>.

U.S. OFFERING RESTRICTIONS

The Common Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state in the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States.

This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any Common Shares in the United States to, or for the account or benefit of, U.S. persons or persons in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of Common Shares within the United States or, to or for the account or benefit of, U.S. persons or persons in the United States by any dealer (whether or not participating in the Offering) may violate the registration provisions of the U.S. Securities Act unless made otherwise than in accordance with an exemption from the registration requirements under the U.S. Securities Act and similar exemptions under applicable state securities laws.

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7.

DATE AND CERTIFICATE

Dated: July 8, 2025

This offering document, together with any document filed under Canadian securities legislation on or after July 8, 2024, contains disclosure of all material facts about the Securities being distributed and does not contain a misrepresentation.

“Steve Loutskou”

Steve Loutskou

Chief Executive Officer

“Rebecca Hudson”

Rebecca Hudson

Chief Financial Officer