

No securities regulatory authority has expressed an opinion about the securities and it is an offence to claim otherwise.

A copy of this amended and restated preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Manitoba, Ontario and Nova Scotia but has not yet become final for the purposes of the sale of securities. Information contained in this amended and restated preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

This short form prospectus has been filed under legislation in each of the provinces of British Columbia, Alberta, Manitoba, Ontario and Nova Scotia that permits certain information about these securities to be determined after this short form prospectus has become final and that permits the omission from this short form prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Stem Cell Therapeutics Corp. at 500, Bow Valley Square III, 255 – 5th Avenue S.W., Calgary, Alberta, T2P 3G6 telephone (403) 245-5495, and are available electronically at www.sedar.com. See "Documents Incorporated by Reference".

Amended and Restated Preliminary Short Form Base Shelf Prospectus Dated February 25, 2011, Amending and Restating the Preliminary Short Form Base Shelf Prospectus Dated November 10, 2010

New Issue

Dated February 25, 2011



STEM CELL THERAPEUTICS CORP.

\$15,000,000

**Common Shares
Warrants
Units**

Stem Cell Therapeutics Corp. ("**SCT**" or the "**Corporation**") may from time to time during the 25-month period that this prospectus (this "**Prospectus**"), including any amendments, remains valid, sell under this Prospectus up to \$15,000,000 (or the equivalent in other currencies or currency units) in one or more offerings, aggregate initial offering price of common shares in the capital of the Corporation ("**Common Shares**"), warrants to purchase Common Shares ("**Warrants**") and units comprised of one or more of the other securities described in this Prospectus in any combination, ("**Units**" and, together with the Common Shares, and Warrants, the "**Securities**"). The Corporation may offer Securities in such amounts and, in the case of the Warrants and Units, with such terms, as the Corporation may determine in light of market conditions. The Corporation may sell the Warrants in one or more series.

There are certain risk factors that should be carefully reviewed by prospective purchasers. See "Risk Factors" on page 7 of this prospectus.

The specific terms of the Securities with respect to a particular offering will be set forth in a supplement to this Prospectus relating to such Securities (each, a "**Prospectus Supplement**") including where applicable: (i) in the case of the Common Shares, the number of Common Shares offered, the currency (which may be Canadian dollars or any other currency), the issue price and any other specific terms; (ii) in the case of Warrants, the designation, the number of Warrants offered, the currency (which may be Canadian dollars or any other currency), number of Common Shares that may be acquired upon exercise of the Warrants, the exercise price, dates and periods of exercise, adjustment procedures and any other specific terms; and (iii) in the case of Units, the designation, the number of Units offered, the offering price, the currency (which may be Canadian dollars or any other currency), terms of the Units and of the securities comprising the Units and any other specific terms. The Corporation may also include in a Prospectus Supplement specific terms pertaining to the Securities which are not within the options and parameters set forth in this Prospectus.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains. You should read this Prospectus and any applicable Prospectus Supplement before you invest in the Securities.

The outstanding Common Shares are listed for trading on the TSX Venture Exchange under the trading symbol "SSS". Unless otherwise specified in any applicable Prospectus Supplement, the Warrants and Units will not be listed on any securities exchange. **There is no market through which the Warrants or Units may be sold and purchasers may not be able to resell the Warrants or Units purchased under this Prospectus. This may affect the pricing of these securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See the "Risk Factors" section of the applicable Prospectus Supplement.**

The Corporation may sell the Securities to or through underwriters, dealers, placement agents or other intermediaries or directly to purchasers or through agents. See "Plan of Distribution". The Prospectus Supplement relating to a particular offering of Securities will identify each person who may be deemed to be an underwriter with respect to such offering and will set forth the terms of the offering of such Securities, including, to the extent applicable, the initial public offering price, the proceeds that the Corporation will receive, the underwriting discounts or commissions and any other discounts or concessions to be allowed or reallocated to dealers. The managing underwriter or underwriters with respect to Securities sold to or through underwriters, if any, will be named in the related Prospectus Supplement.

Subject to applicable securities legislation, in connection with any offering of Securities under this Prospectus, the underwriters, if any, may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. These transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

You should rely only on the information contained in this Prospectus. The Corporation has not authorized anyone to provide you with information different from that contained in this Prospectus.

The Corporation's head office and principal place of business is located at 500, Bow Valley Square III, 255 – 5th Avenue S.W., Calgary, Alberta, T2P 3G6. The registered office of the Corporation is located at 2200, 421 – 7th Avenue S.W., Calgary, Alberta, T2P 4K9.

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DEFINITIONS AND OTHER MATTERS

In this Prospectus and any Prospectus Supplement, unless otherwise indicated, references to "**SCT**" or the "**Corporation**" are to Stem Cell Therapeutics Corp. All references to "dollars", "Cdn.\$" or "\$" are to Canadian dollars and all references to "U.S.\$" are to United States dollars. Unless otherwise indicated, all financial information included and incorporated by reference in this Prospectus and any Prospectus Supplement is determined using Canadian generally accepted accounting principles ("**Canadian GAAP**").

ENFORCEMENT OF LEGAL RIGHTS

Certain of the directors of the Corporation reside outside of Canada. Furthermore, substantially all of the assets of such persons may also be located outside of Canada. It may not be possible for investors to effect service of process within Canada upon these directors. In addition, it may not be possible to enforce against such directors judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities legislation in Canada.

SPECIAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements included in this Prospectus constitute forward-looking statements. All statements contained herein that are not clearly historical in nature are forward-looking, and the words "anticipate", "believe", "expect", "estimate" and similar expressions are generally intended to identify forward-looking statements. Forward-looking statements in this Prospectus include, but are not limited to, statements with respect to: the impact of NTx®-265 on reducing the medical risks associated with injection or implantation of compounds or cells, the anticipated timing and results of the Corporation's meeting with the Food and Drug Administration ("**FDA**") where it intends to seek approval to proceed with a Phase III stroke study for NTx®-265, the anticipated product development costs for 2010 and expectations regarding operating losses. All forward-looking statements are based on the Corporation's beliefs and assumptions based on information available at the time the assumption was made. These forward-looking statements are not based on historical facts but rather on management's expectations regarding future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Forward-looking statements

involve significant known and unknown risks, uncertainties, assumptions and other factors that may cause the Corporation's actual results, levels of activity, performance or achievements to differ materially from those implied by forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this Prospectus are based upon what the Corporation's management believes to be reasonable assumptions, the Corporation cannot assure readers that actual results will be consistent with these forward-looking statements. The Corporation undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as may be required by applicable Canadian securities laws.

Factors which could cause future outcomes to differ materially from those set forth in the forward-looking statements include, but are not limited to: (i) the ability to obtain sufficient and suitable financing to support operations, clinical trials and commercialization of products, (ii) clinical trial timing and results, (iii) the regulatory approval process, (iv) the ability to successfully compete in the targeted markets, (v) the ability to adequately protect proprietary information and technology from competitors, (vi) the ability to attract and retain key personnel and key collaborators, and (vii) the potential for product liability claims.

By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections or other forward-looking statements will not occur. Prospective investors should carefully consider the information contained under the heading "Risks" and in the Corporation's AIF (as defined below) and all other information included in or incorporated by reference in this prospectus before making investment decisions with regard to the Corporation's securities.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporation's Corporate Secretary at 500, Bow Valley Square III, 255 – 5th Avenue S.W., Calgary, Alberta, T2P 3G6 telephone (403) 245-5495, and are available electronically at www.sedar.com.

The Corporation has filed the following documents with the securities commissions or similar regulatory authorities in certain of the provinces of Canada and such documents are specifically incorporated by reference in, and form an integral part of, this Prospectus, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this prospectus or in any subsequently filed document that is also incorporated by reference in this prospectus:

- the annual information form of the Corporation dated April 13, 2010, for the year ended December 31, 2009 (the "**AIF**");
- the management information circular of the Corporation dated April 13, 2010 relating to the annual and special meeting of shareholders of the Corporation held on May 19, 2010;
- the audited consolidated financial statements of the Corporation, together with the notes thereto, as at December 31, 2009 and 2008 and for the years then ended and the auditors' report thereon addressed to the Corporation's shareholders;
- the management's discussion and analysis of financial condition and results of operations of the Corporation dated April 13, 2010 for the year ended December 31, 2009 ("**MD&A**");
- the restated unaudited interim consolidated financial statements of the Corporation, together with the notes thereto, as at and for the three and nine months ended September 30, 2010;

- the management's discussion and analysis of financial condition and results of operations of the Corporation dated February 25, 2011, for the three and nine months ended September 30, 2010;
- the material change report of the Corporation dated June 1, 2010 with respect to the top-line results for the modified REGENESIS-Phase-IIb stroke trial; and
- the material change report of the Corporation dated June 25, 2010 with respect to further analysis of the top-line results for the modified REGENESIS-Phase-IIb stroke trial and the implementation of a cost-cutting program by the Corporation.

Any documents of the type required by National Instrument 44-101 — *Short Form Prospectus Distributions* of the Canadian Securities Administrators to be incorporated by reference in a short form prospectus, including any annual information form, comparative annual consolidated financial statements and the auditors' report thereon, comparative interim consolidated financial statements, management's discussion and analysis of financial condition and results of operations, material change report (except a confidential material change report), business acquisition report and information circular, if filed by the Corporation with the securities commissions or similar authorities in the provinces of Canada after the date of this Prospectus shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference into this Prospectus modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus.

Upon a new annual information form and related audited annual financial statements and management's discussion and analysis being filed by the Corporation with, and where required, accepted by, the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta, Manitoba, Ontario and Nova Scotia during the term of this Prospectus, the previous annual information form, the previous audited annual financial statements and related management's discussion and analysis, all unaudited interim financial statements and related management's discussion and analysis, material change reports and business acquisition reports filed prior to the commencement of the Corporation's financial year in which the new annual information form and related audited annual financial statements and management's discussion and analysis are filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon new interim financial statements and related management's discussion and analysis being filed by the Corporation with the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta, Manitoba, Ontario and Nova Scotia during the term of this Prospectus, all interim financial statements and related management's discussion and analysis filed prior to the new interim consolidated financial statements and related management's discussion and analysis shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon a new information circular relating to an annual meeting of holders of Common Shares being filed by the Corporation with the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta, Manitoba, Ontario and Nova Scotia during the term of this Prospectus, the information circular for the preceding annual meeting of holders of Common Shares shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

One or more Prospectus Supplements containing the specific variable terms for an issue of the Securities and other information in relation to such Securities will be delivered to purchasers of such Securities together with this

Prospectus and will be deemed to be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement solely for the purposes of the offering of the Securities covered by any such Prospectus Supplement.

STEM CELL THERAPEUTICS CORP.

Stem Cell Therapeutics Corp. ("**SCT**" or the "**Corporation**") was incorporated under the *Business Corporations Act* (Alberta) on March 31, 2004 as Neurogenesis Biotech Corp. On October 19, 2004, SCT amended its articles of incorporation to change its name from Neurogenesis Biotech Corp. to Stem Cell Therapeutics Corp.

The Corporation is a biotechnology company focused on the development and commercialization of drug-based therapies to treat central nervous system diseases. SCT develops therapies that utilize drugs to stimulate a patient's own resident stem cells. The Corporation's core technology aims to repair neurological function lost due to traumatic brain injury or diseases such as stroke, multiple sclerosis and other neurodegenerative conditions. The Corporation operates on the basis of four key principles: (i) leading edge stem cell science; (ii) an efficient drug development approach; (iii) targeting large unmet market needs; and (iv) a team with the right experience to achieve success.

The Corporation's core intellectual property, which includes its lead therapeutic product NTx®-265, is based on a therapeutic approach developed in the laboratory of Dr. Samuel Weiss, Director of the Hotchkiss Brain Research Institute at the University of Calgary. Dr. Weiss was awarded the Gairdner Award in April 2008 and a Royal Society of Canada fellowship in the fall of 2009 for his work on neural stem cells. This technology was acquired by the Corporation from Dr. Weiss, Dr. Christopher Gregg and two other co-inventors on April 1, 2004. This technology makes use of the neurogenesis process to stimulate the regeneration of neural tissue in the body. Adult neural stem cells are always present in the human brain, where they are part of the body's normal repair and self-renewal mechanism. In the brain, these stem cells, referred to as "resident" neural stem cells, have been identified in several areas of the brain, including the hippocampus a single cell layer lining the lateral ventricles and dispersed throughout the central nervous system. SCT is particularly interested in selectively controlling these resident adult stem cells as they have the potential to be modulated to repair neural tissue in the areas of the brain affected by disorders such as stroke, traumatic brain injury ("**TBI**") and multiple sclerosis ("**MS**").

Recent Developments

On May 25, 2010, the Corporation announced top-line results for the modified REGENESIS-Phase IIb stroke trial, a placebo controlled, double blinded, 3:1 randomized clinical study that enrolled 96 patients with acute ischemic stroke between August 2009 and January 24, 2010. Ischemia is a loss of blood flow to tissue, caused by an obstruction of the blood vessel, usually in the form of plaque stenosis or a blood clot. SCT reported that the top-line analysis for this clinical trial of NTx®-265 in acute stroke showed that there was substantial improvement in the primary efficacy endpoint (absolute change in National Institute of Health Stroke Score ("**NIHSS**")) in both placebo treated patients and those receiving NTx®-265. SCT also reported that there was no statistical difference between the placebo treated patients and those receiving NTx®-265 meaning that there was no significant difference in the level of improvement in NIHSS for those patients who were treated with the placebo when compared to those patients who were treated with NTx®-265. NIHSS is a scoring system designed to evaluate the set of symptoms that accompany an acute ischemic stroke of the anterior circulation in man, it is an evaluation of the neurological status of a patient.

After further analysis of the trial results, the Corporation was unable to determine a definitive explanation for the unexpectedly large improvement in NIHSS exhibited by those patients treated with the placebo in the modified REGENESIS-Phase IIb stroke trial. Further analysis did, however, indicate that some of the secondary endpoints, such as modified Rankin, a scale for measuring the degree of disability or dependence in the daily activities of people who have suffered a stroke, and geriatric depression score, an important measure of "well being" in post-stroke patients, that were also measured as part of the trial demonstrate a trend that shows greater efficacy in those patients who received the NTx®-265 therapy versus those who were given the placebo. None of these secondary endpoints had sufficient patient populations to demonstrate statistically significant differences; nevertheless the trends are considered by management of the Corporation to be encouraging. In light of these positive trends, and the excellent safety profile for NTx®-265 as demonstrated by the modified REGENESIS-Phase IIb stroke trial, management of the Corporation determined that it would be worthwhile and important to proceed to an end-of-

Phase II meeting with the FDA in which the Corporation would, among other matters, discuss the design requirements of a pivotal stroke study for NTx®-265. Primary and secondary endpoints in the context of clinical trials are defined to characterize the recovery of patients with respect to a specified symptom or set of symptoms. A primary endpoint is typically the single symptom or set of symptoms (as assessed by a measurement tool) that will change in response to a therapy, and is expected to change to a statistically significant degree. A secondary endpoint is typically exploratory in nature and expected to change but generally gathered and analyzed to describe further unexpected results of a therapy.

Even if the Corporation is successful in obtaining FDA approval to conduct a Phase III stroke trial for NTx®-265, the Corporation's ability to continue further stroke studies is uncertain at this time due to its limited capital and the failure to demonstrate a significant difference in the level of improvement in NIHSS for those patients who were treated with the placebo when compared to those patients who were treated with NTx®-265 in the modified REGENESIS-Phase IIb stroke trial. Accordingly, in June 2010 the Board of Directors decided to implement a cost-cutting program to preserve as much capital as possible while management pursued the end-of-Phase II meeting with the FDA. As part of this program, the employment contracts for each of the senior officers of the Corporation were terminated effective June 30, 2010. Each of the senior officers agreed to stay on with the Corporation in a consulting capacity until December 31, 2010. Also, as part of the cost cutting program, other staff positions were eliminated or reduced, certain external research and service contracts were terminated, and the Corporation significantly reduced the size of its office space.

On September 9, 2010, the Corporation announced that further analyses of the modified REGENESIS stroke data base had been completed. First, no dose-related treatment mortality was seen. Second, in those patients who received occupational therapy ("OT"), approximately 25% of the total, the NTx®-265 regimen had a statistically significant beneficial effect on the NIHSS, showing a mean reduction of 5.1 points for placebo vs. 8.6 points for NTx®-265 therapy. Additionally, in this subgroup, the effect of NTx®-265 was also statistically significant versus placebo on the secondary endpoint of modified Rankin and trended in favor of NTx®-265 for geriatric depression score, an important measure of "well being" in post-stroke patients. Separately, in an analysis of the approximately 69% of patients who had one observer throughout the study versus multiple observers, all endpoints, primary and secondary, were in favor of the NTx®-265 regimen, although the effects were not as dramatic as that seen in the OT subgroup, and were not statistically significant. In the much smaller subgroup that combined the OT plus a single observer criteria, separation of drug and placebo effect was even more substantial and statistically significant in favor of NTx®-265 with respect to the NIHSS. Specifically, the NTx®-265 regimen reduced the NIHSS by a mean of 9.1 points whereas the placebo mean response was only 3.3 points, and again this difference was statistically significant. While these subgroup analyses were not prespecified, management of the Corporation believes they provide key information going forward with clinical evaluation of the NTx®-265 regimen, and in discussions with the FDA, on the importance of OT and one versus multiple assessors.

On October 12, 2010, SCT received a request for a "full program proposal" for the NTx®-265 program in Traumatic Brain Injury (TBI). A pre-proposal submitted earlier for the Combat Casualty Program entitled "Regenerative Recovery After Traumatic Brain Injury" has been reviewed by the US Department of Defense and was deemed "of interest".

On November 2, 2010 SCT announced that shareholders and brokers completed the execution of 12,210,000 warrants and the Corporation received \$1,822,000 from the proceeds of the warrant exercise. The warrants were part of the financing completed by the Corporation on October 29, 2009.

On November 30, 2010, the Corporation announced that, as previously disclosed, the consulting agreements with Alan Moore (former President & CEO) and Allen Davidoff (Vice President of Product Development) would expire on December 31, 2010 and that Allen Davidoff had accepted an offer from the Board of Directors to become the Corporation's Chief Scientific Officer. In addition, it was announced that the Board of Directors would immediately begin a search for a new President and temporarily assume a more active role in managing the Corporation including the possibility of naming an interim Chief Executive Officer.

On December 22, 2010, the Corporation announced that on December 20, 2010 SCT met with the FDA and participated in an End of Phase 2 ("EOP2") meeting. The outcome of the meeting discussion clarified the regulatory path forward for the NTx®-265 program, regarding minimum steps necessary to submit a marketing

application for NTx®-265 in acute ischemic stroke. The next steps for SCT are to design a path forward to advance the NTx®-265 program, based on the valuable information gained from the REGENESIS-LED trial and the EOP2 meeting.

Discussions between SCT and FDA included a review of safety and exploratory efficacy data accumulated during phase II trials involving NTx®-265. Further discussion focused on the path of development for NTx®-265 and included potential pivotal trial designs, efficacy endpoints and statistical analysis options. SCT expects to receive the official FDA minutes of the meeting in the first quarter of 2011. After the FDA minutes are received, SCT will determine the most strategic path forward for the NTx®-265 program, then work to implement that plan.

The purpose of this type of meeting is to assess the project's data to date and to discuss parameters for proceeding to pivotal studies (Phase III). Meeting discussion evaluates FDA's view of the future clinical plan, including protocol design details and the adequacy of current studies to support the future studies. An EOP2 meeting is also useful to identify any additional information FDA thinks necessary to support a marketing application for the uses under investigation.

The Corporation intends to continue to move forward as a biotech company and will continue to conduct research on each of its three product lines (NTx-265, NTx-428 and NTx-488) using a combination of in-house clinical development staff, consultants and contract research organizations to achieve the goal of developing each of these therapeutic candidates. A summary of the states of each of these product lines is as follows:

NTx-265-STROKE – Currently in phase II/III development. Further clinical evaluation to demonstrate efficacy in acute ischemic stroke is being planned and information received from the final outcome of the FDA meeting will be incorporated into the plan.

NTx-428 Traumatic Brain Injury – Currently in phase II development to demonstrate safety of the therapy and explore efficacy in patients with moderate to severe acute traumatic brain injury in a dose escalation series of clinical trials. Two additional clinical trials are anticipated to demonstrate safety in this population before conducting a proof of concept trial, then two additional phase III trials.

NTx-488 (human prolactin) Multiple Sclerosis – A phase II clinical proof of concept trial is being planned. If completed, and successful demonstration of clinically relevant statistical improvement and safety of this regimen is accomplished, at least two additional, pivotal, clinical trials will be required to be conducted prior to seeking FDA approval to market this therapy.

Directors and Officers

The Corporation underwent personnel changes on both the Board of Directors and management team in 2010. The Board of Directors is now comprised of four members: Mr. Dean Peterson, Chairman of the Board (CEO of EOS Pipeline & Facilities Inc.), Dr. Peter Milner (research and development consultant, Executive VP Corporate Development and Co-founder at Optivia Biotechnology Inc. and co-founder of CV Therapeutics, Inc.), Dr. James M DeMesa (retired President & Chief Executive Officer of Migenix Inc.) and Mr. Dan Stearne (CEO of Inventronics Limited). In addition Michael Cook was appointed as the Corporation's Vice President, Finance and Chief Financial Officer effective October 1, 2010.

The name, province or state and country of residence, position and principal occupation of each of the current directors and senior officers of SCT as at the date hereof are described below. Each director will hold office until the next annual meeting of shareholders of the Corporation.

Name and Municipality of Residence	Current Positions and Offices Held	Principal Occupation in the Past Five Years
Michael Cook Alberta, Canada	Vice President, Finance and Chief Financial Officer	<i>October 2010 to present:</i> Chief Financial Officer, SCT <i>2005 to October 2010:</i> President of Lexbury Financial Inc.
Dr. Allen Davidoff Alberta, Canada	Chief Scientific Officer	<i>December 2010 to present:</i> Chief Scientific Officer, SCT <i>December 2004 to December 2010:</i> Vice President, Product Development, SCT
Dr. James DeMesa Florida, USA	Director (Director since July 19, 2005)	<i>August 2008 to present:</i> Consultant <i>October 2001 to August 2008:</i> President and Chief Executive Officer, Migenix Inc., a public biopharmaceutical company.
Mr. Peter Milner California, USA	Director (Director since May 14, 2010)	<i>December 2010 to present</i> Executive VP Corporate Development and Co-founder, Optivia Biotechnology Inc. <i>January 2005 to June 2010:</i> President, Research and Development, ARYx Therapeutics Inc., a US public pharmaceutical company
R. Dean Peterson Alberta, Canada	Chairman (Director since August 9, 2010)	<i>May 1990 to present:</i> President of EOS Pipeline
Dan Stearne Alberta, Canada	Director (Director since August 9, 2010)	<i>May 2000 to present:</i> President and Chief Executive Officer of Inventronics Limited

As at the date hereof, the Corporation has four full time employees (including one on maternity leave – expected to return in February 2011) and two part-time employees. SCT believes it employs individuals who have the skill and knowledge required to implement its current business strategy.

RISK FACTORS

An investment in the Securities involves a high degree of risk. Prospective investors should consider carefully the risks incorporated by reference in this Prospectus (including in subsequently filed documents incorporated by reference) and those described below and in any Prospectus Supplement before purchasing the Securities offered hereby.

Discussions of certain risks affecting the Corporation in connection with its business are provided under the heading "Risk and Uncertainties" in the AIF.

The Corporation Depends Upon Others for the Development of its Products

The Corporation is partially dependent on others with respect to the development of its products. Product development includes, but is not limited to, research and development, pre-clinical testing, regulatory approval processes, clinical testing and the development of additional regulatory information. The Corporation's ability to successfully develop and commercialize its products is dependent on its ability to make arrangements with others on commercially acceptable terms and subject to the Corporation depending on third parties to meet regulatory quality standards. The product development process may be delayed or terminated if the Corporation cannot secure or maintain such arrangements on terms acceptable to it or at all. As part of the cost-cutting program described under "Stem Cell Therapeutics Corp. – Recent Developments", the Corporation eliminated staff positions and terminated certain external research and service contracts. Accordingly, the cost-cutting program implemented by the Corporation may adversely impact its ability to develop its products.

USE OF PROCEEDS

Unless otherwise indicated in an applicable Prospectus Supplement relating to an offering of Securities, the Corporation will use the net proceeds its receives from the sale of Securities for ongoing research and development activities, working capital and general corporate purposes, which may include the Corporation's clinical trial program. Specific information about the net proceeds will be described in the applicable Prospectus Supplement.

CAPITALIZATION

As at February 24, 2011, there were 168,437,896 Common Shares issued and outstanding. After giving effect to the exercise of all Common Share purchase warrants and options to purchase Common Shares, there would be 181,355,396 Common Shares issued and outstanding as at February 24, 2011.

PRIOR SALES

Except as disclosed below, no other Common Shares or securities exchangeable or convertible into Common Shares have been issued during the twelve month period preceding the date of this Prospectus:

On May 17, 2010, 2,516,667 warrants were exercised for the same number of Common Shares at an exercise price of \$0.15 per Common Share.

On May 21, 2010, 181,225 warrants were exercised for the same number of common shares providing gross proceeds of \$21,747 to the Corporation.

On May 21, 2010, 25,000 options were exercised at a price of \$0.25 per Common Share.

On August 6, 2010, the Corporation granted options to acquire 175,000 Common Shares at an exercise price of \$0.10 per Common Share.

On August 26, 2010, the Corporation granted options to acquire 50,000 Common Shares at an exercise price of \$0.10 per Common Share.

On August 27, 2010, the Corporation granted options to acquire 800,000 Common Shares at an exercise price of \$0.10 per Common Share.

On August 30, 2010, the Corporation granted options to acquire 750,000 Common Shares at an exercise price of \$0.10 per Common Share.

On October 1, 2010, the Corporation granted options to acquire 500,000 Common Shares at an exercise price of \$0.10 per Common Share.

On October 22, 2010, the Corporation granted options to acquire 2,000,000 Common Shares at an exercise price of \$0.10 per Common Share.

On October 29, 2010, 11,922,006 warrants were exercised at price of \$0.15 per Common Share, 287,638 broker warrants were exercised at price of \$0.12 per Common Share and 400,000 options to acquire Common Shares were exercised at a price of \$0.10 per Common Share.

On January 20, 2011, 100,000 options to acquire Common Shares were exercised at a price of \$0.10 per Common Share.

DESCRIPTION OF COMMON SHARES

Holders of Common Shares are entitled to receive notice of and to attend all meetings of shareholders, except meetings at which holders of another specified class of shares are exclusively entitled to vote, and are entitled to one vote for each Common Share held on all votes taken at such meetings. The holders of Common Shares are entitled to receive such dividends as the directors may in their discretion declare, regardless of whether dividends are declared on any other class of shares. Upon liquidation, dissolution or winding up of the Corporation, the holders of Common Shares are entitled to receive any remaining property after payment of any amount required to redeem or retract any issued and outstanding first preferred shares of the Corporation and any other shares ranking senior in priority to the Common Shares.

DESCRIPTION OF WARRANTS

The following description of the terms of Warrants sets forth certain general terms and provisions of Warrants in respect of which a Prospectus Supplement may be filed. The particular terms and provisions of Warrants offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Warrants. Warrants may be offered separately or in combination with one or more other Securities.

The description of the general terms and provisions of Warrants described in any Prospectus Supplement will include, where applicable:

- the designation and aggregate number of Warrants offered;
- the price at which the Warrants will be offered;
- if other than Canadian dollars, the currency or currency unit in which the Warrants are denominated;
- the designation and terms of the Common Shares that may be acquired upon exercise of the Warrants;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the number of Common Shares that may be purchased upon exercise of each Warrant and the price at which and currency or currencies in which that amount of securities may be purchased upon exercise of each Warrant;
- the designation and terms of any Securities with which the Warrants will be offered, if any, and the number of the Warrants that will be offered with each Security;

- the date or dates, if any, on or after which the Warrants and the related Securities will be transferable separately;
- the minimum or maximum amount, if any, of Warrants that may be exercised at any one time;
- whether the Warrants will be subject to redemption or call, and, if so, the terms of such redemption or call provisions; and
- any other material terms, conditions and rights (or limitations on such rights) of the Warrants.

The Corporation will not offer Warrants for sale separately to any member of the public in Canada unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction or unless the Prospectus Supplement containing the specific terms of the Warrants to be offered separately is first approved for filing by the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada where the Warrants will be offered for sale.

SCT reserves the right to set forth in a Prospectus Supplement specific terms of the Warrants that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Warrants described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Warrants.

DESCRIPTION OF UNITS

The Corporation may issue Units comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The unit agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately, at any time or at any time before a specified date.

The particular terms and provisions of Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Units.

The particular terms of each issue of Units will be described in the related Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of Units offered;
- the price at which the Units will be offered;
- if other than Canadian dollars, the currency or currency unit in which the Units are denominated;
- the terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those securities may be held or transferred separately;
- the number of Securities that may be purchased upon exercise of each Unit and the price at which and currency or currency unit in which that amount of Securities may be purchased upon exercise of each Unit;
- any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units; and
- any other material terms, conditions and rights (or limitations on such rights) of the Units.

SCT reserves the right to set forth in a Prospectus Supplement specific terms of the Units that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Units described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Units.

MARKET FOR SECURITIES

The Corporation's outstanding Common Shares are listed and posted for trading on the TSX Venture Exchange under the trading symbol "SSS". The following table sets forth the market price ranges and the aggregate volume of trading of the Common Shares on the TSX Venture Exchange for the periods indicated:

Period	High (\$)	Low (\$)	Close (\$)	Volume (Shares)
2010				
January	0.430	0.175	0.345	27,390,821
February	0.415	0.310	0.315	10,207,550
March	0.350	0.255	0.290	11,762,600
April	0.375	0.285	0.360	10,667,779
May	0.550	0.070	0.105	75,031,404
June	0.110	0.045	0.055	60,605,182
July	0.090	0.050	0.070	11,826,892
August	0.085	0.055	0.060	16,132,733
September	0.080	0.060	0.060	8,388,785
October	0.195	0.060	0.165	34,669,745
November	0.165	0.120	0.135	17,010,541
December	0.150	0.090	0.135	25,154,927
2011				
January	0.140	0.125	0.13	6,951,429
February 1-24	0.14	0.10	0.115	9,080,318

PLAN OF DISTRIBUTION

The Corporation may sell Securities to or through underwriters, dealers, placement agents or other intermediaries and also may sell Securities directly to purchasers or through agents, subject to obtaining any applicable exemption from registration requirements.

The distribution of Securities may be effected from time to time in one or more transactions at a fixed price or prices, which may be changed, at market prices prevailing at the time of sale, or at prices related to such prevailing market prices to be negotiated with purchasers and as set forth in an accompanying Prospectus Supplement.

In connection with the sale of Securities, underwriters may receive compensation from the Corporation or from purchasers of Securities for whom they may act as agents in the form of discounts, concessions or commissions. Underwriters, dealers, placement agents or other intermediaries that participate in the distribution of Securities may be deemed to be underwriters and any discounts or commissions received by them from the Corporation and any profit on the resale of Securities by them may be deemed to be underwriting discounts and commissions under applicable securities legislation.

If so indicated in the applicable Prospectus Supplement, the Corporation may authorize dealers or other persons acting as the Corporation's agents to solicit offers by certain institutions to purchase the Securities directly from the Corporation pursuant to contracts providing for payment and delivery on a future date. These contracts will be subject only to the conditions set forth in the applicable Prospectus Supplement or supplements, which will also set forth the commission payable for solicitation of these contracts.

The Prospectus Supplement relating to any offering of Securities will also set forth the terms of the offering of the Securities, including, to the extent applicable, the initial offering price, the proceeds to the Corporation, the underwriting discounts or commissions, and any other discounts or concessions to be allowed or reallocated to dealers. Underwriters with respect to any offering of Securities sold to or through underwriters will be named in the Prospectus Supplement relating to such offering.

Under agreements which may be entered into by the Corporation, underwriters, dealers, placement agents and other intermediaries who participate in the distribution of Securities may be entitled to indemnification by the Corporation against certain liabilities, including liabilities under applicable securities legislation. The underwriters, dealers, placement agents and other intermediaries with whom the Corporation enters into agreements may be customers of, engage in transactions with or perform services for the Corporation in the ordinary course of business.

Any offering of Warrants or Units will be a new issue of securities with no established trading market. Unless otherwise specified in the applicable Prospectus Supplement, the Warrants or Units will not be listed on any securities exchange. **Unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Warrants or Units may be sold and purchasers may not be able to resell Warrants or Units purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Warrants or Units in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation.** Certain dealers may make a market in the Warrants or Units, as applicable, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in the Warrants or Units or as to the liquidity of the trading market, if any, for the Warrants or Units.

Subject to applicable securities legislation, in connection with any offering of Securities under this Prospectus, the underwriters, if any, may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. These transactions, if commenced, may be discontinued at any time.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable prospectus supplement may describe certain Canadian federal income tax consequences which may be applicable to a purchaser of Securities offered thereunder, and may also include a discussion of certain United States federal income tax consequences to the extent applicable.

AUDITOR

The Corporation's auditors are Ernst & Young LLP, Chartered Accountants, Calgary, Alberta, Canada.

The Corporation's consolidated financial statements as at December 31, 2009 and 2008 incorporated by reference into this Prospectus have been audited by Ernst & Young LLP, independent registered chartered accountants, as indicated in their report dated April 13, 2010 and are incorporated herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said report. Ernst & Young LLP has been the Corporation's auditors since inception on March 31, 2004.

Ernst & Young LLP has advised that they are independent with respect to the Corporation within the meaning of the Rules of the Professional Conduct of the Institute of Chartered Accountants of Alberta.

REGISTRAR AND TRANSFER AGENT

The Corporation's registrar and transfer agent is Computershare Trust Company of Canada at its principal office in Calgary, Alberta.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto. The legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages, if the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser or any amendment contains a misrepresentation or are not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation in the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

AUDITORS' CONSENT

We have read the short form base shelf prospectus of Stem Cell Therapeutics Corp. (the "**Corporation**") dated February 25, 2011 relating to the qualification for distribution of up to \$15,000,000 aggregate initial offering price of common shares, warrants and/or units of the Corporation (the "**Prospectus**"). We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the Prospectus of our report to the shareholders of the Corporation on the consolidated balance sheets of the Corporation as at December 31, 2009 and 2008 and the consolidated statements of loss, comprehensive loss and deficit and cash flows for each of the years in the two year period ended December 31, 2009 and for the cumulative period from inception on March 31, 2004. Our report is dated April 13, 2010.

Calgary, Canada
February 25, 2011

(Signed) "*Ernst & Young LLP*"
Chartered Accountants

CERTIFICATE OF THE CORPORATION

Dated: February 25, 2011

This amended and restated short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation in the provinces of British Columbia, Alberta, Manitoba, Ontario and Nova Scotia.

(SIGNED) **Dan Stearne**
Director (Signing in the capacity of
Chief Executive Officer)

(SIGNED) **Michael Cook**
Chief Financial Officer

On behalf of the Board of Directors of
Stem Cell Therapeutics Corp.

(SIGNED) **R. Dean Peterson**
Director

(SIGNED) **Peter Milner**
Director