

BETTERLIFE PHARMA INC.

1275 West 6th Avenue
Vancouver, BC V6H 1A6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of BetterLife Pharma Inc. (the “**Company**”) on Thursday, March 30, 2023 at 10:00 a.m. (Pacific Time). The Company is holding the Meeting via conference call.

In light of the unprecedented impact of the coronavirus outbreak (COVID-19) and in consideration of the health and safety of the Company’s shareholders, colleagues and the broader community, the Company is holding the Meeting via conference call, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to attend and participate in the Meeting and engage with the directors and management of the Company. Shareholders will not be able to attend or vote at the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, via the conference call, participate and submit questions at the Meeting.

Join the Meeting at +1 778 907 2071 (Vancouver), +1 647 374 4685 (Toronto), +1 646 558 8656 (New York), +49 69 7104 9922 (Germany) (or find your local number at <https://us02web.zoom.us/j/kbfXYUrq8l>), on March 30, 2023, available starting 9:45 a.m. (Pacific Time). The Meeting ID is 899 0074 1145 and passcode is 678744. The meeting can also be access online at:

<https://us02web.zoom.us/j/89900741145?pwd=eG1ndVJVazZNSVZudUVqL2hTemRkZz09>

Non-registered beneficial shareholders (being those persons who hold their shares through a broker, securities dealer, bank, trust company, custodian, nominee or similar entity) who have not duly appointed themselves as proxyholder may also attend the conference call as guests. Guests will be able to attend and listen to the Meeting but will not be able to vote or ask questions at the Meeting.

At the Meeting, the shareholders will receive the financial statements for the year ended January 31, 2022, together with the auditor’s report thereon, and consider resolutions to:

1. set the number of directors;
2. elect directors for the ensuing year;
3. appoint MNP LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor; and
4. transact such other business as may properly be put before the Meeting.

The Company’s Board of Directors has fixed the close of business on February 10, 2023 as the record date for determining the shareholders entitled to notice of, and to vote at, the Meeting or any adjournment or postponement of the Meeting. Only shareholders of record at the close of business on that date will be entitled to notice of the Meeting and to vote.

THE VOTE OF EACH SHAREHOLDER IS IMPORTANT. YOU CAN VOTE YOUR SHARES BY COMPLETING AND RETURNING THE PROXY CARD SENT TO YOU OR BY VOTING ONLINE. PLEASE SUBMIT A PROXY AS SOON AS POSSIBLE SO THAT YOUR SHARES CAN BE VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS. FOR SPECIFIC INSTRUCTIONS ON VOTING, PLEASE REFER TO THE INSTRUCTIONS ON THE PROXY CARD OR THE INFORMATION FORWARDED BY YOUR BROKER, BANK OR OTHER HOLDER OF RECORD. EVEN IF YOU HAVE VOTED YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING VIA THE CONFERENCE CALL. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING ON THE CONFERENCE CALL, YOU MUST OBTAIN FROM SUCH BROKER, BANK OR OTHER NOMINEE, A PROXY ISSUED IN YOUR NAME. ALL PROXIES MUST BE RECEIVED BY OUR TRANSFER AGENT BY NO LATER THAN 10:00 AM PACIFIC STANDARD TIME ON TUESDAY MARCH 28, 2023, OR IN THE CASE OF ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING, NOT LESS THAN 48 HOURS (SATURDAYS, SUNDAYS AND HOLIDAYS EXCEPTED) PRIOR TO THE TIME OF THE ADJOURNED OR POSTPONED MEETING, IN ORDER TO BE COUNTED.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 28th day of February, 2023.

ON BEHALF OF THE BOARD

(signed) "Ahmad Doroudian"

Ahmad Doroudian
Chief Executive Officer