OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION

The Offering is open to investors in each of the Provinces of British Columbia, Alberta and Ontario. This Offering Document Under The Listed Issuer Financing Exemption is available under the Company's SEDAR issuer profile at www.sedar.com.

March 7, 2023

BETTERLIFE PHARMA INC.
(the "**Company**")

WHAT ARE WE OFFERING?

Offering:	A minimum of ● units and a maximum of ● units at a price of $● per unit (the "Units"). Each Unit consists of one (1) common share of the Company (a "Common Share") and one (1) common share purchase warrant (a "Warrant"). Each Warrant is exercisable into one Common Share at a price of $● per Common Share (a "Warrant Share") for a period of ● months (the "Offering").
Offering Price:	$● per Unit
Offering Amount:	A minimum of ● Units and a maximum of ● Units, for minimum gross proceeds of $2,000,000 and maximum gross proceeds of $5,000,000.
Closing Date:	The Offering is expected to close in one or more tranches on or before March 14, 2023.
Exchange:	The Common Shares of the Company are listed on the Canadian Securities Exchange ("CSE") under the trading symbol "BETR" and on the OTCQB Venture Market ("OTCQB") under the trading symbol "BETRF".
Last Closing Price:	On March 6, 2023, the closing price of the Common Shares on the most recent trading day before the date of this offering document on the CSE and OTCQB was $0.12 and US $0.0930, respectively.

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

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed $5,000,000.**
- **The Company will not close this offering unless the Company 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 Company 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 Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains "forward-looking information" including the Company's future plans. The use of any of the words "target", "plans", "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward looking information, including but not limited to statements pertaining to the Company's future plans and management's belief as to the Company's potential, involve known and unknown risks, uncertainties and other factors which may cause the actual results of the Company and its operations to be materially different from estimated costs or results expressed or implied by such forward-looking statements. Forward looking information is based on management's expectations regarding future growth, results of operations, future capital and other expenditures (including the amount, nature and sources of funding for such expenditures), business prospects and opportunities. Forward looking information involves significant known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated. Although the Company has attempted to take into account important factors that could cause actual costs or results to differ materially, there may be other factors that cause the results of the Company's business to not be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The forward-looking information included in this offering document is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to:

- the anticipated closing date of the Offering;
- general business and economic conditions;
- the intention to complete the listing on the CSE of the Common Shares issuable pursuant to this Offering;

- the anticipated use of the net proceeds of the Offering;
- the terms of the Offering (including the manner of distribution);
- financial and other projections, future plans, objectives, performance, revenues, growth, profits or operating expenses;
- effect of the novel coronavirus ("COVID-19") outbreak on the ability of the Company to carry on business;
- the use of available funds;
- the Company's plans to develop, obtain regulatory approval for and commercialize its lead product candidates;
- expectations with respect to regulatory approvals of the Company's products;
- delays or changes in plans with respect to any products;
- the ailments for which the Company's intended pharmaceutical products will be used to treat;
- the perceived benefits of the Company's product candidates over other treatments for the same indications;
- the Company's expectations regarding its revenue, expenses and research and development operations;
- the Company's ability to conduct successful clinical trials for its product candidates;
- requirements for additional capital and future financing options;
- commercial viability of any products the Company is in the process of developing and acceptance of the Company's products in different markets;
- the intended outcome of collaborations with third parties, including, without limitation, the expected results of clinical trials and the expected timing of regulatory applications;
- expectations with respect to changes to applicable regulatory regimes;
- the Company's treatment under regulatory regimes and applicable laws;
- the Company's anticipated agreements with third parties, including, without limitation, the terms thereof, the timing of such agreements, the expected outcomes of such agreements and the geographic locations of such parties;
- manufacturing and distribution agreements;
- plans related to marketing, distribution and production;
- future plans, objectives or economic performance, or the assumption underlying any of the foregoing;
- the Company's planned business objectives and future dividend policy; and
- other expectations of the Company.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available under the Company's profile on SEDAR at www.sedar.com. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

Corporate

The Company is a biopharmaceutical company incorporated on June 10, 2002 pursuant to the *Business Corporations Act* (British Columbia). The head office of the Company is located at 1275 West 6th Avenue, #300, Vancouver, British Columbia, V6H 1A6, Canada. The registered and records office of the Company is located at c/o Alexander Holburn Beaudin + Lang LLP, 2700 - 700 West Georgia Street, Vancouver, British Columbia V7Y 1B8, Canada.

The Common Shares of the Company are listed on the Canadian Securities Exchange under the trading symbol "BETR" and on the OTCQB Venture Market under the trading symbol "BETRF".

The Company operates through several wholly-owned subsidiaries: MedMelior Inc. (Canada) ("MedMelior"), Blife Therapeutics Inc. (British Columbia), BetterLife Pharma US Inc. (Washington), Altum Pharma (Australia) Pty Ltd. (Australia) and Altum Pharmaceuticals (HK) Limited (Hong Kong).

Summary Description of Business

The Company is primarily focused on developing and commercializing compounds for the treatment of neurological disorders. The Company has two primary products in its pipeline: BETR-001 (a non-hallucinogenic lysergic acid diethylamide ("LSD") derivative molecule) and BETR-002 (dihydrohonokiol-B ("DHH-B") formulated in the Company's provisional patented formulation). The Company also has a drug candidate for the treatment of viral infections, such as COVID-19, and is in the process of seeking strategic alternatives for further development.

BETR-001's active chemical is 2-bromo-lysergic acid diethylamide ("2-bromo-LSD"). BETR-001 is believed to mimic the projected therapeutic potential of LSD without the burden of its hallucinogenic effects. Human clinical trials conducted in the 1950s showed that 2-bromo-LSD did not cause hallucinations, and as such, the molecule was thought at that time to have limited pharmacological value and not be of interest compared to LSD. In the 1950s and 1960s, LSD was studied for the treatment of people with a number of psychiatric conditions, but the very strict controlled substance classification of LSD (Schedule 1) hampered its further development as a therapeutic in this arena. This is however changing, with LSD research as a psychiatric therapeutic currently experiencing a renaissance. LSD's hallucinogenic properties are believed to arise from its pharmacological effects on the serotonin 5HT2A receptor. The 2-bromo modification on the LSD structure is proposed to alter the pharmacological effect of the compound on the 5HT2A receptor, and lead to 2-bromo-LSD's non-hallucinogenic properties compared to LSD, while maintaining its therapeutic potential. The Company plans to develop BETR-001 to treat mental health disorders including, but not limited to, major depressive disorders ("MDD"), anxiety and neuropathic pain indications. BETR-001 is orally administered. The Company's intended goal is to develop BETR-001 as a patient self-administered medication prescribed by a psychiatrist. In terms of regulations, 2-bromo-LSD is not usually classified as a controlled substance, but if its synthesis uses LSD as starting material, the synthesis falls under Schedule 1 controlled substance regulations. The Company has developed and uses a manufacturing process pathway that does not use LSD as starting material to make 2-bromo-LSD, a manufacturing process that is protected by the Company's issued and provisional patents. This

manufacturing is, therefore, not subject to Schedule 1 controlled substance restrictions and the Company can move ahead with BETR-001 large scale synthesis without these restrictions.

BETR-002's active pharmaceutical ingredient is DHH-B. DHH-B is a derivative of honokiol, which is the active anxiolytic (anti-anxiety) ingredient of magnolia bark extracts. Magnolia bark extracts have been used in traditional Chinese medicines for centuries as anxiolytic medication. Several animal studies on the safety and anxiolytic efficacy of honokiol/magnolia bark extract have been published. Only two human clinical trials have been published on honokiol (given as magnolia bark extract). Magnolia bark extract/honokiol is sold as a nutraceutical. DHH-B has been shown in animal studies to have significantly (20x) more anxiolytic activity than its parent molecule honokiol. Animal studies have also shown that DHH-B does not have the side effects of benzodiazepines and is not addictive like benzodiazepines. No human clinical trials have been conducted on DHH-B. BETR-002 is DHH-B formulated in the Company's patented formulation (provisional) to overcome DHH-B's insolubility and poor bioavailability for the potential treatment of anxiety and other neuro-psychiatric disorders. The Company intends to develop DHH-B as a treatment for benzodiazepine dependency, anxiety and spasticity.

The Company has not been profitable since its inception and expects to continue to incur substantial losses as it continues research and development efforts. The Company does not expect to generate significant revenues until, if and when, one or more of its product(s) become commercially viable. The Company expects to spend a significant amount of capital to fund research and development for its product candidates. As a result, the Company expects that its operating expenses will increase significantly and, consequently, it will need to generate significant revenues to become profitable. Even if the Company does become profitable, it may not be able to sustain or increase profitability on a quarterly or annual basis.

Recent Developments

Over the course of the calendar year 2022, the Company focused its efforts on advancing its BETR-001 product candidate as follows:

Manufacturing:

In February 2022, the Company completed the development of scaled-up (kg batch size) manufacturing of BETR-001 using its proprietary synthetic pathway. The starting material and whole synthetic pathway do not involve any controlled substance and, therefore, are not bound by controlled substance regulations. Both the synthetic route and the end-product are proprietary through the Company's provisional patents. Good manufacturing practices ("GMP") manufacturing of BETR-001 was initiated in March 2022.

Pre-clinical:

During the period of August 2021 to August 2022, the Company conducted a comprehensive pre-clinical in-vitro and in-vivo characterization of BETR-001 in collaboration with three leading investigators in this field: Dr. Adam L. Halberstadt (University of California San Diego, USA), Dr. Argel Aguilar-Valles (Carleton University, Canada) and Dr. John D. McCorvy (Medical College of Wisconsin, USA). The studies included an in-vitro pharmacological profiling of BETR-001 over thirty (30) key neuroreceptors in parallel with its parent compound LSD, as well as in-vivo studies in mouse models, showing the non-hallucinogenic profile of BETR-001 as well as its effective structural neuroplasticity and anti-depressant profile. Furthermore,

the research provided insight into the mechanism for the non-hallucinogenic activity of BETR-001, as well as other key pharmacological differences between BETR-001 and LSD which could potentially translate into significant therapeutic benefits of BETR-001.

In addition, a manuscript on the BETR-001 pre-clinical data was submitted to Cell Report, a high impact peer-reviewed scientific journal, and has been accepted for publication. Publication is estimated to be by the end of March or April 2023.

Regulatory:

The Company initiated Investigational New Drug ("IND") enabling Good Laboratory Practice ("GLP") toxicology studies, which are ongoing. The IND-enabling studies were based on guidance from the BETR-001 pre-IND U.S. Food and Drug Administration written response received by the Company in January 2022.

Intellectual Property:

In September 2022, the Company filed a Patent Cooperation ("PCT") patent application along with a U.S. application for LSD derivatives, including 2-bromo-LSD. The provisional application for this patent had been filed in September 2021. The applications cover compositions of these derivatives; their synthesis without involving controlled substances; and their use in the treatment of a range of neuropsychiatric and neurological conditions, including depression, anxiety, PTSD, and neuropathic pain.

Publications:

Scientific presentations on BETR-001 preclinical data were made at the following conferences:

- Canadian Association for Neuroscience (CAN) on May 12 to 15, 2022 in Toronto, Canada.
- Federation of European Neuroscience Societies (FENS) on July 9 to 13, 2022 in Paris, France.
- 61st Annual Meeting of the American College of Neuropsychopharmacology (ACNP) on December 4 to 7, 2022 in Phoenix, Arizona.

In addition, an abstract was submitted and accepted for presentation at the Annual Conference of Society of Biological Psychiatry (SOBP) to be held on April 27 to 29, 2023 in San Diego, California.

During 2022, MedMelior also advanced its programs. In October 2022, MedMelior's interferon alpha 2b ("IFNa2b") provisional patent, for manufacturing, cell bank, formulation and use, was entered into national filing phase in different countries. The PCT patent application, along with a U.S. application for this patent, had already been filed in April 2020. A Phase 1 independent investigator-led trial in healthy subjects was completed in Chile with IFNa2b in MedMelior's proprietary inhalation formulation ("MM-003") by January 2022. A Phase 2 independent investigator-led trial of treatment with MM-003 in early stage COVID-19 patients was completed in Chile by the end of 2022, with data analysis currently ongoing. MedMelior continued to pursue strategic options for funding and partnership to develop its programs.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the twelve (12) months preceding the date of this offering document.

There can be no guarantee that the Company will be successful in raising the maximum amount under this Offering.

Business Objectives and Milestones

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

The Company intends to use the net proceeds from the Offering for advancement of its BETR-001 program and patents, ongoing working capital requirements and reduction of certain indebtedness.

Should the Company achieve minimum net proceeds in the Offering, net proceeds will allow the Company to satisfy working capital requirements as well as achieve the following business objectives related to its BETR-001 program:

- Completion of GMP manufacturing of BETR-001 drug substance in May 2023 at a cost of approximately $548,000.
- Maintenance and entries into the national phase for the BETR-001 patents by the end of 2023 at a cost of approximately $45,000.

Should maximum net proceeds be achieved, the Company can further achieve completion of IND-enabling toxicology studies by the end of November 2023. These studies include rat GLP, dog GLP, cardiac (in vitro hERG and in vivo dog telemetry) GLP and genotoxicity studies at an estimated cost of approximately $1,913,000.

USE OF AVAILABLE FUNDS

Available Funds

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

The expected availability of funds is $1,015,706 and $3,253,454 for the minimum and maximum offering size, respectively.

		Assuming minimum offering only	**Assuming 100% of this offering**
A	Amount to be raised by this offering	$2,000,000	$5,000,000
B	Selling commissions and fees	$140,000	$350,000
C	Estimated offering costs (e.g. legal, accounting, audit)	$38,000	$38,000
D	Net proceeds of offering: D = A-(B+C)	$1,822,000	$4,612,000
E	Working capital as at the most recent month end (deficiency)[1]	($806,294)	($1,358,546)
F	Additional sources of funding	$-	$-

G	Total available funds: G = D+E+F	$1,015,706	$3,253,454

1. *Certain of the Company's third party payables, related party obligations and other current liabilities will not be settled through the offering proceeds. Specifically:*

	Assuming minimum offering only	***Assuming 100% of this offering***
Working capital deficiency	*($6,815,639)*	*($6,815,639)*
Financial guarantee liability (current)	*$667,042*	*$667,042*
Loan payable (current)	*$40,000*	*$40,000*
Third and related party obligations[3]	*$5,302,303*	*$4,750,051*
	($806,294)[2]	*($1,358,546)[2]*

   The working capital deficiency is an estimate only and could vary, possibly significantly, from actual.

2. *Approximately $806,300 and $1,358,500 of net proceeds under the minimum and maximum offering size, respectively, will be used to reduce indebtedness that was incurred within the two preceding years for the following purposes:*

   - *Toxicology and pharmacokinetics pre-clinical studies for the BETR-001 program;*
   - *Pre-clinical consulting services;*
   - *GMP synthesis of drug substance for the BETR-001 program; and*
   - *Public listing and investor relations costs.*

3. *Certain of the Company's liabilities to third and related parties that are due on demand will remain outstanding after the offering. In the event that these related parties demand payment of such liabilities, the Company may be forced to use existing capital resources to settle such demands. Doing so may divert resources from and impact timing for our product pipeline development.*

Since January 31, 2022, the date of the Company's most recently audited financial statements, working capital deficiency has increased from $3 million to approximately $6.8 million. The decline in the Company's working capital was due primarily to the following:

- Subsequent to January 31, 2022, the Company completed the development of scaled-up manufacturing of BETR-001 and initiated GMP manufacturing, resulting in approximately $100,000 of increase to its working capital deficiency.
- The Company also completed non-GLP, GLP and pharmacokinetic animal studies, which increased working capital deficiency by approximately $212,000.
- The Company's Phase 2 independent investigator-led MM-003 trial with COVID-19 patients was completed in Chile by the end of 2022, incurring a cost of approximately $1.1 million.
- In an effort to focus resources on its programs, the Company's directors, officers and key consultants began deferring a portion of compensation in February 2022. Approximately

$900,000 of deferred compensation is included in the Company's current working capital deficiency.

- During 2022, the Company completed projects/studies within its BETR-001 and MM-003 programs and utilized deposits paid in advance related to these projects/studies. Prepaid expense decreased by approximately $530,000 upon these project/study completions.
- The Company's estimate of the current portion of its financial guarantee liability increased from January 31, 2022 by approximately $450,000.
- Finally, there has been an overall increase in the Company's U.S. dollar denominated liabilities due to strengthening of the U.S. dollar from January 31, 2022 to date.

Use of Available Funds

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum offering only	Assuming 100% of offering
Completion of GMP manufacturing of BETR-001 drug substance	$548,000	$548,000
Completion of IND-enabling toxicology studies for the BETR-001 program	$-	$1,913,000
BETR-001 patent maintenance and national phase entries	$45,000	$45,000
Operating expenses:		
Consulting fees	$47,000	$109,000
General and administrative	$28,000	$86,000
Professional fees	$228,000	$284,000
Salaries and wages	$119,706	$268,454
Total:	**$1,015,706**	**$3,253,454**

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of the management of the Company. Although the Company 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 Company's ability to execute on its business plan.

The most recent audited annual financial statements and interim financial report of the Company included a going concern note. The Offering is expected to permit the Company to reduce indebtedness and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.

Use of Funds from Previous Financings

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

Date of Financing and Funds Raised	Intent of Use of Funds	Explanation of Variances	Impact of Variances on Business Objectives and Milestones
October 3, 2022 private placement gross proceeds of $341,550 (US$250,000)	$260,000 for the BETR-001 program	$255,400 used for GMP synthesis of drug substance and animal pharmacology study for the BETR-001 program	Funds allocated to the BETR-001 program were consistent with the Company's intent on use.
	$81,550 for working capital and general corporate purposes	$86,150 used for working capital and general corporate purposes	
December 5, 2022 private placement gross proceeds of $305,616 (US$224,000)	$100,000 for the BETR-001 program	$99,700 used for filing of PCT patent application along with a U.S. application for LSD derivatives, including 2-bromo-LSD.	
	$205,616 for working capital and general corporate purposes	$205,916 used for working capital and general corporate purposes	

FEES AND COMMISSIONS

Involvement of dealers or finders and their fees

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 engaged Bloom Burton Securities Inc. ("Bloom Burton") as agent and financial advisor to assist with the Offering. The Company will pay Bloom Burton as well as any other registrants participating in the Offering a finder's fee comprised of a cash commission of up to 7% of the gross proceeds of the Offering and non-transferable finder warrants of up to 7% of the number of Units. Such finder warrants shall entitle the holder to acquire one common share of the Company at a price of $● per common share for a period of 24 months.

Dealer Conflicts

Do(es) the dealer(s) have a conflict of interest?

To the knowledge of the Company, Bloom Burton does not have a conflict of interest as defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASERS' RIGHTS

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 Company, or
b. to damages against the Company 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.

ADDITIONAL INFORMATION

Additional Information

Where can you find more information about us?

Security holders can access the Company's continuous disclosure at www.sedar.com and can find more information about the Company at www.blifepharma.com.

DATE AND CERTIFICATE

Certificate

This offering document, together with any document filed under Canadian securities legislation on or after March 7, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: March 7, 2023

/s/ Ahmad Doroudian

Ahmad Doroudian
Chief Executive Officer

/s/ Moira Ong

Moira Ong
Chief Financial Officer