This short form prospectus has been filed under legislation in British Columbia, Alberta and Ontario, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this 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. Notwithstanding the foregoing, delivery to purchasers of a prospectus supplement containing the omitted information is not required where an exemption from the delivery requirements under applicable securities legislation in each of the provinces and territories of Canada is available.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf 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. These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and, subject to certain exceptions, may not be offered or sold to, or for the account or benefit of, persons in the "United States" or "U.S. persons" (as such terms are defined in Regulation S under the U.S. Securities Act). See "Plan of Distribution". This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities to, or for the account or benefit of, persons in the United States or U.S. persons.

Information contained herein is subject to completion or amendment. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in each of the provinces of British Columbia, Alberta and Ontario. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of BetterLife Pharma Inc., at 1275 West 6th Avenue, #300, Vancouver, BC, V6H 1A6 , Email: Info@BlifePharma.com,, and are also available electronically at www.sedar.com.*

SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary Offering April 26, 2021

BETTERLIFE PHARMA INC.

$100,000,000
Common Shares
Preferred Shares
Debt Securities
Subscription Receipts
Warrants
Units

This short form base shelf prospectus relates to BetterLife Pharma Inc.'s ("**BetterLife**" or the "**Company**") offering for sale from time to time, during the 25-month period that this prospectus, including any amendments hereto, remains valid, of (i) common shares (the "**Common Shares**"); (ii) preferred shares (the "**Preferred Shares**"); (iii) senior or subordinated unsecured debt securities (collectively, the "**Debt Securities**"); (iv) subscription receipts (the "**Subscription Receipts**"); (v) warrants (the "**Warrants**"); and (vi) units (the "**Units**") comprised of one or more of the other securities described in this short form base shelf prospectus (the "**Prospectus**"). The Debt Securities, Preferred Shares, Common Shares, Subscription Receipts, Warrants and Units (collectively, the "**Securities**") offered hereby may be offered separately or together, in separate series, in amounts, at prices and on terms to be determined based upon market conditions at the time of the sale and set forth in an accompanying shelf prospectus supplement (a "**Prospectus Supplement**") with a total offering price of such securities of up to $100,000,000 million (or its equivalent in any other currency used to denominate the securities at the time of offering).

The Company has undertook to raise a minimum of $5,300,000 in connection with its first Prospectus Supplement to be filed under this Prospectus and to ensure such proceeds, determined at the time of filing the first Prospectus Supplement, will be sufficient to satisfy its liquidity requirements in the short term and to achieve progress on the development of a key product. The Company, however, maintains broad discretion concerning the use of the net proceeds from any offering, as well as the timing of its expenditures in ways that it deems most efficient, and there can be no assurance as to how the funds will be allocated, especially if the Company determines to revise its business plan and growth strategy. See "Risk Factors".

In addition, the Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or a subsidiary of the Company. The consideration for any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and the assumption of liabilities.

The outstanding Common Shares are listed on the Canadian Securities Exchange (the "**CSE**") under the stock symbol "BETR" as well as on the OTCQB under "BETRF" and on the Frankfurt Stock Exchange under the symbols "NPAU". On April 23, 2021, being the last complete trading day prior to the date hereof, the closing price of the Common Shares on the CSE was $0.67.

The specific terms of the Securities in respect of which this Prospectus is being delivered will be set forth in the applicable Prospectus Supplement and may include, where applicable: (i) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, maturity, interest provisions, authorized denominations, offering price, covenants, events of default, any terms for redemption at the option of the Company or the holder, any exchange or conversion terms and any other specific terms; (ii) in the case of Preferred Shares, the designation of the particular class or series, aggregate principal amount, the number of shares offered, the issue price, the dividend rate, the dividend payment dates, any terms for redemption at the option of the Company or the holder, any exchange or conversion terms and any other specific terms; (iii) in the case of Common Shares, the person offering the shares (the Company), the number of shares offered and the offering price; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the conditions and procedures for exchange of the Subscription Receipts for other Securities of the Company and any other specific terms; (v) in the case of Warrants, the designation and number of Warrants being offered, the designation, number and terms of the Debt Securities, Preferred Shares or Common Shares purchasable upon exercise of the Warrants, any procedures that will result in the adjustment of those numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued and any other specific terms; and (vi) in the case of Units, the designation and terms of the Units and of the Securities comprising the Units and any other specific terms. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

The Securities may be sold through underwriters, dealers, or by the Company directly pursuant to applicable statutory exemptions or through agents designated by the Company, from time to time. See also "Plan of Distribution". Each Prospectus Supplement will identify the person offering Securities and each underwriter, dealer or agent engaged in connection with the offering and sale of those Securities to which the Prospectus Supplement relates, and will also set forth the terms of the offering of such Securities including the net proceeds to the Company and, to the extent applicable, any fees payable to underwriters, dealers or agents. Unless otherwise specified in a Prospectus Supplement, offerings of the Securities are subject to approval of certain legal matters by Alexander Holburn Beaudin + Lang LLP on behalf of the Company. Unless otherwise specified in the applicable Prospectus Supplement, Securities, other than Common Shares, offered hereby will not be listed on any stock exchange.

In connection with any offering of the Securities (unless otherwise specified in a Prospectus Supplement), the underwriters or agents may over-allot or effect transactions which stabilize, maintain or otherwise affect the market price of the Securities offered at levels other than those which might otherwise prevail on the open market. These transactions may be commenced, interrupted or discontinued at any time. See "Plan of Distribution".

Unless otherwise specified in an applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Units and Warrants will not be listed on any securities or stock exchange or on any automated dealer quotation system. There is currently no market through which the Securities, other than the Common Shares, may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of the Securities, other than the Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities and the extent of issuer regulation. See "Risk Factors".

Acquiring the Securities may subject prospective investors to tax consequences both in Canada and the United States. This Prospectus or any applicable Prospectus Supplement may not describe these tax consequences fully. Prospective investors should read the tax discussion in any applicable Prospectus Supplement with respect to any particular offering and consult your own tax advisor with respect to your own particular circumstances.

The Company is not making and will not make an offer of these Securities in any jurisdiction where the offer or sale is not permitted. This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell the Securities in such jurisdiction.

No underwriter, dealer, placement agent, other intermediary or agent has been involved in the preparation of this short form base shelf prospectus or performed any review of its contents.

All applicable information permitted under securities legislation to be omitted from this Prospectus that has been so omitted will be contained in one or more Prospectus Supplements that will, except in respect of any sales pursuant to an "at-the-market" distribution as contemplated by National Instrument 44-102 – Shelf Distributions, 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 carefully before you invest in any securities issued pursuant to this Prospectus. The Securities may be sold pursuant to this Prospectus through underwriters or dealers or directly or through agents designated from time to time at amounts and prices and other terms determined by us.

The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, the Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified security in a specified market or at prices to be negotiated with purchasers, in which case the compensation payable to an underwriter, dealer or agent in connection with any such sale will be decreased by the amount, if any, by which the aggregate price paid for the Securities by the purchasers is less than the gross proceeds paid by the underwriter, dealer or agent to the Company. The price at which the Securities will be offered and sold may vary from purchaser to purchaser and during the period of distribution. The Securities may be sold pursuant to this Prospectus through underwriters or dealers or directly or through agents designated from time to time at amounts and prices and other terms determined by us. A Prospectus Supplement will set out the names of any underwriters, dealers or agents involved in the sale of Securities, the amounts, if any, to be purchased by underwriters, the plan of distribution for such Securities, including the net proceeds we expect to receive from the sale of such securities, if any, the amounts and prices at which such Securities are sold and the compensation of such underwriters, dealers or agents. See “Plan of Distribution”.

Investment in the Securities being offered is highly speculative and involves significant risks that Prospective investors should consider before purchasing such Securities. Prospective investors should carefully review the risks outlined in this Prospectus (including any Prospectus Supplement) and in the documents incorporated by reference as well as the information under the heading “Cautionary Note Regarding Forward-Looking and Other Statements” and consider such risks and information in connection with an investment in the Securities. See “Risk Factors” for a more complete discussion of these risks.

The head office of the Company is located at 1275 West 6th Avenue, #300, Vancouver, British Columbia, V6H 1A6. The registered and records office is located at 2700-700 West Georgia Street, Vancouver British Columbia, V7Y 1B8.

Unless otherwise noted or the context otherwise requires, the “Company” or “BetterLife” refers to BetterLife Pharma Inc. together with its subsidiaries.

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You should rely only on the information contained in or incorporated by reference in this short form base shelf prospectus or any applicable prospectus supplement. References to this "prospectus" refer to this short form base shelf prospectus, including documents incorporated by reference herein. The Company has not authorized anyone to provide you with information that is different. The Company is not making an offer of these securities in any jurisdiction where the offer is not permitted by law.

Unless otherwise indicated, market data and certain industry data and forecasts included in this prospectus and the documents incorporated by reference herein concerning the Company's industry and the markets in which the Company operates or seeks to operate were obtained from internal company surveys, market research, publicly available information, reports of governmental agencies and industry publications and surveys. The Company has relied upon industry publications as its primary sources for third-party industry data and forecasts. Industry surveys, publications and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. The Company has not independently verified any of the data from third-party sources, nor has the Company ascertained the underlying assumptions relied upon therein. Similarly, internal surveys, industry forecasts and market research, which the Company believes to be reliable based upon management's knowledge of the industry, have not been independently verified, and the Company does not know what assumptions were used in preparing those. By their nature, forecasts are particularly subject to change or inaccuracies, especially over long periods of time. While the Company is not aware of any misstatements regarding the industry data presented herein, estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under "Forward-Looking Information" and "Risk Factors" in this prospectus and the documents incorporated by reference herein. While the Company believes its internal business research is reliable and market definitions are appropriate, neither such research nor definitions have been verified by any independent source.

Before purchasing any Securities, prospective investors should carefully read both this Prospectus and any accompany Prospectus Supplement prepared by the Company, together with any additional information described under the heading "Documents Incorporated by Reference".

ABOUT THIS PROSPECTUS

In this Prospectus and in any Prospectus Supplement, unless the context otherwise requires, references to "we", "us", "our" or similar terms, as well as references to the "Company", refer to BetterLife Pharma Inc. together, where context requires, with its subsidiaries and affiliates. The term "management" in this Prospectus means those persons acting, from time to time, in the capacities of executive officers of the Company. Any statements in this Prospectus made by or on behalf of management are made in such persons' capacities as officers of the Company and not in their personal capacities.

All 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 in 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 those securities to which the Prospectus Supplement pertains.

The financial statements of the Company incorporated by reference in this Prospectus are presented in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board. Certain calculations included in tables and other figures in this Prospectus have been rounded for clarity of presentation. All references to the number of the Company's Common Shares, loss per share and other per Common Share amounts included in the financial statements of the Company incorporated by reference in this Prospectus for periods ended on or prior to January 31, 2020 should be retrospectively adjusted for the ten for one Common Share consolidation that was effective June 26, 2020.

All references to "C$" or "Canadian dollars" in this Prospectus or in documents incorporated by reference herein refer to Canadian dollar values. All references to "US$" or "United States dollars" in this Prospectus or in documents incorporated by reference herein refer to United States dollar values.

The following table sets forth, for each of the periods indicated, the high, low, average and period end spot rates of exchange for one United States dollar, expressed in Canadian dollars, published by the Bank of Canada.

	Year ended January 31, 2020 (C$)	Year ended January 31, 2019 (C$)	Nine months ended October 31, 2020 (C$)	Nine months ended October 31, 2019 (C$)
High	1.3527	1.3642	1.4496	1.3527
Low	1.2970	1.2288	1.3042	1.3038
Average	1.3250	1.3034	1.3557	1.3279
Period End	1.3233	1.3144	1.3318	1.3160

DOCUMENTS INCORPORATED BY REFERENCE

As at the date hereof, the following documents filed with the securities commissions or similar authorities in each of the provinces of British Columbia, Alberta and Ontario, 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 other subsequently filed document that is also incorporated by reference in the Prospectus, as further described below. Copies of the documents incorporated herein by reference may be obtained on request without charge from the from the Chief Financial Officer of BetterLife Pharma Inc., at Info@BlifePharma.com, and are also available electronically at www.sedar.com.

- the annual information form of the Company for the financial year ended January 31, 2020 dated June 5, 2020 and filed on October 15, 2020 (the "**Annual Information Form**");
- the audited consolidated financial statements of the Company, for the years ended January 31, 2020 and 2019, together with the auditors' report thereon and the notes thereto (the "**Annual Financial Statements**");
- the management's discussion and analysis of financial condition and results of operations of the Company for the year ended January 31, 2020 (the "**Annual MD&A**");
- the amended condensed interim consolidated financial statements of the Company for the three and nine months ended October 31, 2020 and October 31, 2019, and the notes thereto, except the notice provided under subparagraph 4.3(3)(a) of National Instrument 52-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") (the "**Interim Financial Statements**");
- the amended management's discussion and analysis of financial condition and results of operations of the Company for the three and nine months ended October 31, 2020 (the "**Interim MD&A**");
- the management information circular of the Company dated November 20, 2020 distributed in connection with the Company's annual general meeting of shareholders held on December 14, 2020;
- the filing statement of the Company filed on August 31, 2020;
- the business acquisition report of the Company filed on March 15, 2021;
- the material change report dated April 7, 2020 announcing the granting of options, the termination of three positions and the settlement of litigation;
- the material change report dated May 13, 2020 announcing the entering into of a licensing agreement with Altum Pharmaceuticals Inc., a change in the board, a warrant repricing and the grant of options;

- the material change report dated May 26, 2020 announcing an option grant and the entering into of lock-up agreements for a potential business combination with Altum Pharmaceuticals Inc.;
- the material change report dated June 9, 2020 announcing a change of the OTC ticker symbol, from "PVOTF" to "BETRF";
- the material change report dated June 15, 2020 announcing the Company entered into an exclusivity agreement with Altum Pharmaceuticals Inc. to work towards finalizing a mutually acceptable definitive agreement for the business combination transaction;
- the material change report dated June 29, 2020 announcing a share consolidation on a ten for one basis;
- the material change report dated July 30, 2020 announcing the receipt of shareholder approval from the shareholders of Altum Pharmaceuticals Inc. for the business combination with the Company;
- the material change report dated August 11, 2020 announcing the closing of a non-brokered private placement for gross proceeds of $1,361.777;
- the material change report dated September 9, 2020 announcing the closing of the business combination with Altum Pharmaceuticals Inc.;
- the material change report dated October 8, 2020 announcing the sale of Pivot Pharmaceuticals Manufacturing Inc. and the entering into of an agreement for the production of interferon alpha 2b;
- the material change report dated October 19, 2020 announcing the entry into of an engagement letter with the Agents;
- the material change report dated December 2, 2020 announcing the closing of an offering;
- the material change report dated December 8, 2020 announcing the proposed acquisition of patents from Nutraneeds LLC;
- the material change report dated December 21, 2020 announcing the closing of the acquisition of patents from Nutraneeds LLC;
- the material change report dated December 29, 2020 announcing psychedelic industry leaders being appointed to the senior management team;
- the material change report dated January 19, 2021 announcing the filing of patents for the treatment of mood disorders and depression utilizing its second-generation psychedelic derivative for 2-Bromo-LSD;
- the material change report dated February 2, 2021 announcing it has selected a CRO to conduct clinical trials for AP-003 in COVID-19 Cases in Indonesia;
- the material change report dated March 8, 2021 announcing it has engaged Eurofins CDMO for next generation Psychedelic TD-0148A Manufacturing and closing on its first tranche of a non-brokered private placement for gross proceeds of $1,339,999;
- the material change report dated March 16, 2021 announcing its wholly-owned subsidiary, Altum Pharmaceuticals Inc., has entered into a letter of intent with Pontificia Universidad Catolica de Chile to conduct a randomized placebo-controlled trial in COVID-19 patients as well as closing of the Company's second tranche of a non-brokered private placement for gross proceeds of $103,040;
- the material change report dated March 31, 2021 announcing it has entered into a research agreement with Dr. Adam L. Halberstadt relating to Psychedelic TD-0148A and closing on its third tranche of a non-brokered private placement for gross proceeds of $1,048,727; and
- the material change report dated April 20, 2021 announcing that Dr. Thomas Laughren will join BetterLife as a Regulatory Advisor and that the Company has issued 6,372,298 common shares and 6,372,298 share purchase warrants with an exercise price of $0.60 and expiry date of December 1, 2023 pursuant to the

automatic exercise of 5,589,735 Special Warrants, representing the balance of all outstanding Special Warrants exercised into 1.14 Units. The Company also issued 49,864 common shares to a third party for services rendered.

All documents of the Company of the type described in Section 11.1 of Form 44-101F1 – *Short Form Prospectus* to National Instrument 44-101 – *Short Form Prospectus Distributions* ("**Form 44-101F1**"), and any material change reports (excluding confidential material change reports) and any business acquisition reports filed by the Company with the securities commissions or similar authorities in the relevant provinces and territories of Canada after the date of this Prospectus and during the term of this Prospectus, shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein 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 constitute a part of this Prospectus except as so modified or superseded.

Upon a new annual information form and the related annual audited comparative financial statements and accompanying management's discussion and analysis being filed with and, where required, accepted by, the applicable securities regulatory authorities in Canada during the currency of this prospectus, the previous annual information form, the previous annual audited comparative financial statements and accompanying management's discussion and analysis and all interim financial reports and accompanying management's discussion and analysis, material change reports, information circulars and business acquisition reports filed prior to the commencement of the then current fiscal year will be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of securities hereunder. Upon an interim financial report and accompanying management's discussion and analysis being filed by the Company with and, where required, accepted by, the applicable securities regulatory authorities in Canada during the currency of this prospectus, all interim financial reports and accompanying management's discussion and analysis filed prior to the new interim financial report shall be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of securities hereunder.

A Prospectus Supplement containing the specific terms of an offering of the securities will be delivered to purchasers of such securities together with this prospectus and will be deemed to be incorporated into this prospectus as of the date of such Prospectus Supplement but only for purposes of the offering of securities covered by that Prospectus Supplement. Any "template version" of any "marketing materials" (as such terms are defined in National Instrument 41-101 of the Canadian Securities Administrators) pertaining to an offering of securities that is filed by the Company with the securities regulatory authorities in Canada after the date of the Prospectus Supplement for that offering and before the termination of the distribution of such securities will be deemed to be incorporated by reference in that Prospectus Supplement.

References to the Company's website in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on the Company's website into this Prospectus, and we disclaim any such incorporation by reference.

In addition, certain marketing materials (as that term is defined in applicable Canadian securities legislation) may be used in connection with a distribution of Securities under this Prospectus and the applicable Prospectus Supplements(s). Any "template version" of "marketing materials" (as those terms are defined in applicable Canadian securities legislation) pertaining to a distribution of Securities, and filed by the Company after the date of the Prospectus Supplement for the distribution and before termination of the distribution of such Securities, will be deemed to be incorporated by reference in that Prospectus Supplement for the purposes of the distribution of Securities to which the Prospectus Supplement pertains.

FORWARD-LOOKING INFORMATION

This Prospectus contains forward-looking information and forward-looking statements (collectively, "**forward-looking statements**") that relate to the Company's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative or grammatical variations of these terms, or other similar expressions intended to identify forward-looking statements, although not all forward-looking statements include such words. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business, prospects and financial needs. These forward-looking statements include, among other things, statements relating to:

- uncertainties with respect to the effects that the novel coronavirus known as COVID-19 ("**COVID-19**") will directly and indirectly have on the Company;
- the Company's expectations regarding its revenue, expenses and research and development operations;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company's intention to grow its business and operations;
- expectations with respect to future production costs and capacity;
- expectations regarding the Company's growth rates, growth plans and strategies;
- expectations with respect to the approval of the Company's license applications;
- the Company's competitive position and the regulatory environment in which the Company operates;
- the Company's business objectives for the next twelve months;
- the Company's plans with respect to the payment of dividends;
- the Company's ability to obtain additional funds through the sale of equity or debt instruments;
- the ability of the Company's products to access markets;
- the Company's ability to expand into international markets; and
- the Company's relationship with its distribution partners.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this Prospectus, the Company has made various material assumptions, including but not limited to , the following: (i) the Company obtaining the necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business and economic conditions; (iv) the Company's ability to successfully execute its plans and intentions; (v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) market competition; (viii) the products and technology offered by the Company's competitors; (ix) the maintenance of the Company's current good relationships with its suppliers, service providers and other third parties; (x) financial results, future financial position and expected growth of cash flows; (xi) business strategy, including budgets, projected costs, projected capital expenditures, taxes, plans, objectives, potential synergies and industry trends; (xii) research and development; (xiii) expectations concerning the size and growth of the global medical technology market; and (xiv) the effectiveness of the Company's products compared to its competitors' products. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, investors should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is

subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Risk Factors", which include:

- the COVID-19 pandemic and related government responses could have a material and adverse effect on the Company's business, financial condition and results of operations;
- there is substantial doubt as to whether the Company will continue operations. If the Company discontinues operations, you could lose your entire investment;
- the Company has incurred operating losses in each year since inception and may continue to incur substantial and increasing losses for the foreseeable future. It also has negative capital cash flows from operating activities. If the Company cannot generate sufficient revenues to operate profitably or with positive cash flow from operating activities, it may suspend or cease operations;
- the Company will require substantial additional funds to complete its development and commercialization activities, and if such funds are not available it may need to significantly curtail or cease operations;
- the Company's inability to complete its development projects in a timely manner could have a material adverse effect of its results of operations, financial condition and cash flows;
- the Company may not commence clinical testing for any of its prospective pharmaceutical products and the commercial value of any clinical study that it may conduct will depend significantly upon its choice of indication and its patient population selection. If it is unable to commence clinical testing or if it makes a poor choice in terms of clinical strategy, it may never achieve revenues;
- the Company will rely on third parties to conduct its research, development and manufacturing activities. If these third parties do not perform as contractually required, fail to meet its manufacturing requirements and applicable regulatory requirements or otherwise expected, it may not be able to commercialize its products, which may prevent it from becoming profitable;
- if the Company is unable to establish a sales, marketing and distribution infrastructure or enter into collaborations with partners to perform these functions, it may not be successful in commercializing its product candidates;
- the Company's product candidates may never gain market acceptance, which could prevent it from generating revenues;
- the Company faces potential product liability exposure, and any claim brought against it may cause it to divert resources from normal operations or terminate selling, distributing and marketing any of its products. This may cause the Company to cease operations as it relates to that product;
- the manufacturing of the Company's products will be subject to ongoing regulatory requirements, and may therefore be the subject of regulatory or enforcement action. The associated costs could prevent it from achieving its goals or becoming profitable;
- since certain of the Company's directors are located outside of Canada, you may be limited in your ability to enforce Canadian civil actions against them for damages to the value of your investment. The Company plans to indemnify its directors and officers against liability to the Company and its security holders, and such indemnification could increase operating costs;
- the Company has no sources of product revenue and it will not be able to maintain operations and research and development without sufficient funding;
- the Company is highly dependent upon certain key personnel and their loss could adversely affect the Company's ability to achieve its business objectives;
- if the Company breaches any of the agreements under which it licenses rights to product candidates or technology from third parties, it can lose license rights that are important to its business. the Company's current license agreements may not provide an adequate remedy for breach by the licensor;

- preclinical and clinical drug development involves a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results and the Company's product candidates may not have favorable results in later trials or in the commercial setting;
- if the Company is unable to enroll subjects in clinical trials, it will be unable to complete these trials on a timely basis;
- if the Company's competitors develop and market products that are more effective than the Company's existing product candidates or any products that it may develop, or obtain marketing approval before the Company does, the Company's products may be rendered obsolete or uncompetitive;
- the Company relies and will continue to rely on third parties to plan, conduct and monitor preclinical studies and clinical trials, and their failure to perform as required could cause substantial harm to the Company's business;
- the Company relies on contract manufacturers over whom it has limited control. If the Company is subject to quality, cost or delivery issues with the preclinical and clinical grade materials supplied by contract manufacturers, its business operations could suffer significant harm;
- the Company's future success is dependent primarily on the regulatory approval of a single product;
- the Company will be subject to extensive government regulation that will increase the cost and uncertainty associated with gaining final regulatory approval of its product candidates;
- the Company's products may become subject to unfavorable pricing regulations, third-party coverage and reimbursement practices or healthcare reform initiatives, thereby having an adverse effect on its business;
- negative results from clinical trials or studies of others and adverse safety events involving the targets of the Company's products may have an adverse impact on future commercialization efforts;
- the Company faces the risk of product liability claims, which could exceed its insurance coverage and produce recalls, each of which could deplete cash resources;
- changes in government regulations, although beyond the Company's control, could have an adverse effect on its business;
- the Company's discovery and development processes may involve the use of companion diagnostics or biomarkers;
- significant disruption in availability of key components for ongoing preclinical and clinical studies could considerably delay completion of potential clinical trials, product testing and regulatory approval of potential product candidates;
- the Company's products or technologies may need to be used in connection with third-party technologies or products;
- the Company could be adversely impacted by unauthorized actions or the distribution of inaccurate information;
- the Company may pursue other business opportunities in order to develop its business and/or products;
- the risk of litigation that may compromise its ability to conduct the Company's business;
- the Company's success depends on its ability to effectively manage its growth;
- it may be difficult for non-Canadian investors to obtain and enforce judgments against the Company because of its Canadian incorporation and presence;
- significant disruptions of information technology systems or security breaches could adversely affect the Company's business;

- return on Investment is not guaranteed;
- discretion in the Use of Proceeds from any offering;
- trading on the CSE and the OTC Bulletin Board may be volatile and sporadic, which could depress the market price of the Company's common stock and make it difficult for its stockholders to resell their shares;
- the Company's stock is a penny stock. Trading of the Company's stock may be restricted by the SEC's penny stock regulations and FINRA's sales practice requirements, which may limit a stockholder's ability to buy and sell the Company's stock;
- you will experience dilution or subordinated stockholder rights, privileges and preferences as a result of the Company's financing efforts;
- the Company does not intend to pay dividends and there will thus be fewer ways in which you are able to make a gain on your investment, if at all;
- the market price of Common Shares is subject to fluctuation and general stock exchange volatility;
- there is no market for Warrants;
- holders of Warrants have no rights as a shareholder;
- the price of the Company Shares may be subject to fluctuation in the future based on market conditions;
- if the Company is unable to maintain and enforce its proprietary intellectual property rights, it may not be able to operate profitably;
- if the Company is the subject of an intellectual property infringement claim, the cost of participating in any litigation could cause it to go out of business;
- the Company may in the future be required to license patent rights from third-party owners in order to develop its products candidates. If it cannot obtain those licenses or if third party owners do not properly maintain or enforce the patents underlying such licenses, the Company may not be able to market or sell its planned products; and
- the Company's reliance on third parties requires it to share its trade secrets, which increases the possibility that a competitor will discover them.

The above list is not exhaustive of the factors that may affect any of the forward-looking statements of the Company. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might materially vary from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "Risk Factors" should be considered carefully by readers.

Certain of the forward-looking statements and other information contained herein concerning the pharmaceutical industry and the general expectations of the Company concerning the pharmaceutical industry and concerning the Company are based on estimates prepared by the Company using data from publicly available governmental sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. While the Company is not aware of any misstatement regarding any industry or government data presented herein, the pharmaceutical industry involves risks and uncertainties that are subject to change based on various factors and the Company has not independently verified such third-party information.

The Company's forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated,

estimated or intended. There is 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. Accordingly, readers should not place undue reliance on forward-looking statements.

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 Company does not undertake any 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 of the Company to predict all such factors and to assess in advance the impact of each such factor on the business of the Company 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. See "Risk Factors".

All of the forward-looking statements contained in this Prospectus are expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, and other risk factors, and other aspects, of their investment.

BETTERLIFE PHARMA INC.

BetterLife Pharma Inc. was incorporated in British Columbia under the Business Corporations Act on June 10, 2002. On December 5, 2019, BetterLife changed its name from Pivot Pharmaceuticals Inc. to BetterLife Pharma Inc. The Company operates through several wholly-owned subsidiaries as follows (the jurisdiction of incorporation is in parenthesis):

Altum Pharmaceuticals Inc. (Canada)
Blife Therapeutics Inc. (British Columbia, Canada)
Altum S1M US Corp. (Nevada, U.S.A.)(1)
BetterLife Pharma US Inc. (Washington, U.S.A.)
Thrudermic, LLC (North Carolina, U.S.A.)
BetterLife Europe Pharmaceuticals AG (Lichtenstein)
Solmic AG (Switzerland)
Altum Pharma (Australia) Pty Ltd. (Victoria, Australia) (1)
Altum Pharmaceuticals (HK) Limited (Hong Kong) (1)

(1) Fully-owned subsidiaries of Altum Pharmaceuticals Inc.

SUMMARY DESCRIPTION OF THE BUSINESS OF THE COMPANY

The Company is a biopharmaceutical company engaged in the development and commercialization of patented and differentiated pharmaceuticals. 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, its product(s) become commercially viable.

The Company currently has four employees. Its management team brings extensive skill, knowledge and experience in drug development. The Company's Chief Executive Officer, Dr. Ahmad Doroudian, is experienced in the management, development and financing of pharmaceuticals companies. The Company's Chief Financial Officer, Moira Ong, has over 20 years of experience in financial reporting and management. Its Chief Operating Officer of its wholly-owned subsidiary, Altum Pharmaceuticals Inc. ("**Altum**"), Dr. Hooshmand Sheshbaradaran, has held senior executive positions at global pharmaceutical companies and provides skill and knowledge in the areas of drug development, marketing, business development, financing and executive operations. Altum's Chief Medical Officer Dr. Angela Ogden, is an oncologist with background in the conduct of Phase I, II, III and IV clinical trials. The Company also has two senior consultants. Patrick Kroupa is the Chief Psychedelic Officer. Mr. Kroupa has over 20 years of experience working with a wide spectrum of psychedelic compounds to address mental health and drug dependence disorders. Mr. Kroupa brings a tremendous breadth of experience utilizing cutting-edge molecular advancements to enhance the positive outcomes of unaddressed patient populations. Justin Kirkland is the Chief Psychedelic Scientist. Mr. Kirkland is a chemist with experience in natural products, small molecules, peptide synthesis, analytical chemistry, and drug formulations for improved bioavailability. Mr. Kirkland has earned a BS in Agronomy and an MS in Biology, and attended medical school in Belize at the Central American Health Sciences University. He was recently awarded a U.S. patent for the improved synthesis of the ergoline, 2-bromo-LSD.

The Company currently has four products in its pipeline: TD-0148A, AP-001, AP-002 and AP-003.

TD-0148A, which was previously referred to as BOL-148 but was renamed after its acquisition from Nutraneeds LLC, is a nontoxic second-generation Lysergic Acid Diethylamide ("LSD") derivative molecule that mimics the projected therapeutic potential of LSD in the treatment of disorders such as severe depression, substance dependencies, post-traumatic stress disorder ("PTSD"), and migraines. Human clinical trials have been conducted several decades ago with TD-0148A synthesized from LSD. The very strict controlled substance classification of LSD (Schedule 1) prevented further research in this arena. The Company's TD-0148A issued patent is a manufacturing process pathway that does not start with nor generate LSD at any stage. TD-0148A synthesis is therefore not subject to Schedule 1 controlled substance restrictions, and the Company can move ahead with TD-0148A large scale synthesis and clinical trials.

AP-001 is a topical cream formulation of interferon-alpha 2b based on the Company's patented Biphasics formulation system. It is being developed for treatment of human papilloma virus ("**HPV**") induced cervical

intraepithelial neoplasia ("**CIN**"). Patients with CIN are at risk for developing cervical cancer. AP-001 is a patient self-administered intra-vaginal cream and has completed Phase 1-2 trials. Currently there are no human clinical trials ongoing with AP-001.

AP-002 is a novel gallium-based anti-cancer agent. AP-002 is currently in first in human clinical trial (Phase 1). The trial is being conducted in the USA and in advanced/metastatic cancer patients failing standard treatments. The Company has completed the dose escalation part of the trial, and due to COVID-19 the continuation of the study was halted. The trial is now closed. The study data analysis and final study report is to be completed. At present, the Company has no plans for further development of AP-002.

AP-003 is a patent pending proprietary IFNa2b inhalation formulation. In recent studies IFNa2b has been shown to be effective in slowing SARS-CoV-2 viral replication. In the study published Friday May 15, 2020 in Frontiers of Immunology titled "Interferon-a2b Treatment for COVID-19", the authors examined the course of disease in a cohort of 77 individuals with confirmed COVID-19 admitted to Union Hospital, Tongii Medical College, Wuhan, China, between January 16 and February 20, 2020. To the knowledge of the authors the findings presented in the study were the first to suggest therapeutic efficacy of IFNa2b in COVID-19 disease.

Cautionary note: The Company is not making any express or implied claims that AP-003 or any other product has the ability to treat, eliminate, cure or contain the COVID-19 (or SARS-2 Coronavirus) at this time. Further, the safety and efficacy of AP-003 is under investigation and market authorization has not yet been obtained.

Product Description and Target Disease

TD-0148A's patented process allows for cost effective manufacturing of TD-0148A, does not use LSD as starting point nor generates LSD at any stage in the process. LSD has been studied for the treatment of people with a number of psychiatric conditions, including severe depression, alcoholism, and posttraumatic stress disorder throughout the 1950s and 1960s and research is currently experiencing a renaissance, with a number of publications referencing the efficacy of LSD (a Schedule 1 substance) to alleviate or reverse certain mental health conditions. 2-Bromo-Lysergic Acid Diethylamide ("2-Bromo-LSD") is an orally administered small molecule drug. Pharmacologically, it acts upon the Serotonin 5HT2A receptor. The Company plans to develop 2-Bromo-LSD to treat mental health disorders including Treatment-resistant Depression ("TRD") and migraines. TRD is a term used in clinical psychiatry to describe a condition that affects patients diagnosed with major depressive disorder who do not respond adequately to a course of appropriate antidepressant medication within a certain time. Studies have shown treatment-resistant depression has been associated with lower long-term quality of life as well as more instances of relapse than depression that is responsive to treatment. 2-Bromo-LSD will be developed as a patient self-administered medication prescribed by a psychiatrist. 2-Bromo-LSD has been included in multiple studies in humans. No adverse events were reported in any of the published literature. TD-0148A human studies to date have been in healthy volunteers, cluster headaches and schizophrenia. TD-0148A studies in TRD have not been conducted to date and will be the first target indication under the current development plan.

AP-001 is a topical formulation of recombinant human IFNa2b based on the patented Biphasix™ drug formulation technology. The Biphasix formulation allows stable cream formulation of IFNa2b and its delivery across the dermis/mucosa, with minimal systemic exposure. AP-001 is being developed to treat HPV induced CIN, the precursor to cervical neoplasia. In the USA, terminology is shifting from CIN classification to Squamous Intraepithelial Lesions. Low-grade squamous intraepithelial lesions ("**LSIL**") is equivalent to CIN-1 and high grade squamous intraepithelial lesions ("**HSIL**") encompasses both CIN-2 and CIN-3. Current treatments of HSIL are all based on invasive surgical procedures. These procedures all require medical professional administration, have procedure associated discomfort, and risks for complications including bleeding and future pregnancy complications. In addition, 10-30% of women will have persistence of HPV following the procedure so have a continued risk of cervical cancer. AP-001 is being developed to be a non-invasive, self-administered treatment for HSIL, with minimal side effects. IFNa2b is a potent cytokine that possesses antiviral, immunomodulating, and antiproliferative activities. Recombinant human IFNa2b in an injectable form (Intron® A, Merck and Co, formerly Schering Plough) is approved in the US for both anti-viral and anti-neoplastic indications. In most indications, Intron A is administered by intravenous (IV), intramuscular (IM) or subcutaneous (SC) route, which results in range of severe adverse events (AEs). Intron A has received approval for anogenital warts caused by HPV, demonstrating the activity of IFNa2b against this virus. Intron A is administered by intralesional injections for HPV-induced anogenital warts when administered by intralesional injection, limiting its use in this indication. Intralesional

injections are painful and must be administered by a medical professional. Intron A has not been developed for treatment of HPV-induced CIN. In contrast to the IV, IM, SC or intralesional injections required for Intron A, AP-001 will be a topical formulation of IFNa2b for local intra-vaginal use. Completed human AP-001 Phase 1-2 trials have shown minimal local AEs, and no systemic presence of IFNa2b upon use of AP-001.

AP-002 is an organo-gallium complex whose drug substance is: tris (8-quinolinolato) gallium(III). The finished drug product is an enteric protected tablet for oral administration. Preclinical studies show that AP-002 has distinct direct anti-tumor activity as well as direct anti-osteoclast activity. The activity profile of AP-002 makes it a promising development candidate to potentially treat cancers which give rise to bone metastases, which include breast, lung and prostate cancers.

AP-003 is a patent pending proprietary IFNa2b inhalation formulation. In recent preclinical studies, IFNa2b has been shown to be effective in slowing SARS-CoV-2 viral replication. To date one human clinical study of inhaled IFNa2b to treat COVID-19 has been completed and published (May 13, 2020 in Frontiers in Immunology, entitled "Interferon-a2b Treatment for COVID-19". In this study, the authors examined the course of SARS CoV-2 in a cohort of 77 individuals with confirmed COVID-19 admitted to Union Hospital, Tongii Medical College, Wuhan, China, between January 16 and February 20, 2020. To the knowledge of the authors the findings presented in the study were the first to suggest therapeutic efficacy of IFNa2b in COVID-19 disease.

Product Current Stage of Development

TD-0148A has completed several human studies. However, most of these human studies were conducted at the end of the 1950's and early 1960's. Therefore for purposes of US FDA or other health regulatory authority purposes to start human clinical trials, TD-0148A is at preclinical stage of development.

AP-001 has completed two HPV associated CIN clinical trials in Germany:

- **Study IFN002**: An open-label study in women with low grade cervical lesions (Munich IIW, III or IIID Pap smears) and a concurrent observational study of untreated subjects (Study HPV001).
- **Study IFN005**: An open-label safety, pharmacokinetics (PK), and efficacy study in women with CIN 1 or CIN 2.

AP-001 has also completed an HPV associated anogenital wart clinical trial: **Study IFN001**: A randomized, double-blind, placebo-controlled study in women with anogenital warts.

AP-001 is now entering a Phase 2b trial. This study will be a randomized double blinded placebo controlled trial in HSIL patients. The aim of the trial is to obtain optimal schedule, clinical efficacy and adverse events profile data. Subject to the receipt of financing, the trial is projected to start in the third quarter of 2021.

AP-001 is a topical formulation of recombinant human IFNa2b based on the patented Biphasix™ drug formulation technology. The recombinant human IFNa2b drug substance that will be used to manufacture the AP-001 cream will be the same recombinant human IFNa2b drug substance that used for AP-003.

AP-003 is currently in preclinical development. A proprietary recombinant human IFNa2b produced in E. coli is under development, which will provide the drug substance to be used for various formulations such as the AP-001 cream or AP-003 inhalation formulation. The AP-003 IFNa2b inhalation formulation is proprietary to Altum. This formulation is under development.

Product Current Regulatory Status, Development Strategy and Projected Timelines

TD-0148A is currently at preclinical stage of development. The Company intends to set up GMP manufacturing of TD-0148A, and alongside complete all the necessary preclinical and IND enabling toxicology studies. The TD-0148A US Investigational New Drug ("IND") filing is projected to be filed by the fourth quarter of 2021, with the start of a Phase 1 clinical trial in healthy volunteers, which will be followed in 2022 with initiation of two Phase 2 trials: one trial in TRD (randomized, placebo controlled), and trial one in migraines (single arm study).

The previously completed AP-001 Phase 1-2 trials were conducted using AP-001 which had IFNa2b provided by Merck under a supply agreement, which is now terminated. The Company is now manufacturing its own proprietary

IFNa2b to be used in manufacturing of AP-001 for all future trials. AP-001 has an IND. The AP-001 IND is currently inactive. With AP-001 manufactured using the Company's own IFNa2b, the Company plans to file a new IND under which the AP-001 Phase 2b will be conducted in US. Subject to the receipt of financing, the AP-001 Phase 2b trial is projected to start in the third quarter of 2021. The follow-on AP-001 Phase 3 could potentially start by 2022.

AP-003 is currently in preclinical stage of development. The manufacturing and formulation work is currently ongoing. A pre-IND discussion has been conducted with the US Food and Drug Administration ("FDA") for use of AP-003 inhalation in COVID-19. Based on FDA feedback, an inhalation GLP toxicology study in rats using AP-003, is under planning. Given the advent of effective SARS-CoV-2 vaccines, the AP-003 development timing and path are being currently reassessed. IFNa2b is a broad acting anti-viral agent, and preclinical studies show that it is effective against many viruses. Importantly, viruses have not been seen to develop resistance to IFN. AP-003 is therefore a potential treatment for mutant SARS-CoV-2 viruses that bypass the current vaccines, or other new coronavirus pandemics that may arise in the future. Subject to the receipt of financing, the AP-003 IND is projected to be filed in the third quarter of 2021 and clinical trials to start shortly thereafter.

Further information regarding the Company and its business is set out in the Company's AIF, Annual MD&A and Interim MD&A, all of which are incorporated by reference herein.

DESCRIPTION OF SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of Common Shares. Effective June 26, 2020, the Company completed a ten for one consolidation of the Company's issued and outstanding Common Shares. Following the consolidation, and as of the date of this Prospectus, there are 52,585,239 Common Shares outstanding.

Except for the share consolidation, or as otherwise disclosed in this Prospectus or in the documents incorporated by reference herein, there have been no material changes in the Company's share and loan capital from October 31, 2020 to the date of this short form base shelf prospectus.

USE OF PROCEEDS

Unless otherwise indicated in an applicable Prospectus Supplement relating to an offering of Securities, the Company intends to use the net proceeds that it receives from the sale of Securities for: (i) pre-clinical, clinical, manufacturing and regulatory expenses for product pipelines; (ii) working capital and general corporate and administrative purposes; and (iii) investment in other development programs. Specific information about the use of net proceeds will be described in the applicable Prospectus Supplement.

The Company has undertook to raise a minimum of $5,300,000 in connection with its first Prospectus Supplement to be filed under this Prospectus. In connection with this initial raise, the Company should be well funded to pursue its TD-0148A program, to the completion of the pre-clinical stage.

Stage	Nature of Work	Milestone	Proceeds (Rounded)	Expected Completion	Timing
Pre-clinical	Toxicology and pharmacology	Toxicology and pharmacology studies required for IND submission	$1,024,000	December-2021	Months 1-9
Manufacturing	GMP lot manufacturing	Manufacturing completed	$1,334,000	August-2021	Months 1-5
IND	Preparation for and submission of IND	IND approval	-	March-2022	Months 10-12
Corporate Overhead			$1,136,000		Months 1-12

Transaction costs	$605,000	Month 1
Allocation for working capital deficiency	$1,201,000	Month 1
	$5,300,000	

Once additional funding becomes available the Company will be able to pursue its other projects. In the event that the Company raises additional proceeds it will pursue its other programs. The Company, however, maintains broad discretion concerning the use of the net proceeds from any offering, as well as the timing of its expenditures in ways that it deems most efficient, and there can be no assurance as to how the funds will be allocated, especially if the Company determines to revise its business plan and growth strategy. See "Risk Factors".

The management of the Company will retain broad discretion in allocating the net proceeds of any offering of Securities under this Prospectus and the Company's actual use of the net proceeds will vary depending on the its operating and capital needs from time to time. We may also, from time to time, decide to issue Securities otherwise than pursuant to a Prospectus Supplement to this Prospectus. All expenses relating to an offering of Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the proceeds from the sale of such Securities, unless otherwise stated in the applicable Prospectus Supplement.

During the last financial year, the Company recorded losses, negative cash flow from operations and an accumulated deficit. As at April 23, 2021, the Company had a working capital deficiency of $1,201,000.The Company's cash flow from operations may be affected in the future by the investment it is making to continue to develop its products and services. In addition to other uses of net proceeds to be specified in a Prospectus Supplement, to the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of the net proceeds from the sale of Securities to fund such negative cash flow. There can be no assurance that additional capital or other types of financing will be available when need or that these financings will be on terms at least as favourable to the Company as those previously obtained, or at all.

The Company may, from time to time, issue securities (including Securities) other than pursuant to this Prospectus.

PLAN OF DISTRIBUTION

The Company may offer and sell the Securities, separately or together to or through one or more underwriters or dealers purchasing as principals, and also may offer and sell securities to one or more purchasers directly or through agents. The distribution of the Securities may be effected from time to time in one or more transactions at a fixed price or prices or at prices which may be changed, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at prices to be negotiated with purchasers, including sales in transactions that are deemed to be "at-the-market" distribution", as defined in National Instrument 44-102 - *Shelf Distributions*, including sales made directly on the CSE or other existing trading markets for the securities. The price at which securities will be offered and sold may vary from purchaser to purchaser and during the distribution period.

The Prospectus Supplement with respect to any securities being offered will set forth the terms of the offering of those securities, including:

- the name or names of any underwriters, dealers or other placement agents,
- the purchase price of, and form of consideration for, those securities and the net proceeds to the Company from such sale,
- any delayed delivery arrangements,
- any underwriting discounts or commissions and other items constituting underwriters' compensation,
- any offering price (or the manner of determination thereof if offered on a non-fixed price basis),
- any discounts, commissions or concessions allowed or reallowed or paid to dealers, and

- any securities exchanges on which those securities may be listed.

Only the underwriters, dealers, placement agents, other intermediaries or agents named in a Prospectus Supplement are deemed to be underwriters in connection with the securities offered by that Prospectus Supplement.

The sale of Common Shares may be effected from time to time in one or more transactions at non-fixed prices pursuant to transactions that are deemed to be "at-the-market distributions" as defined in National Instrument 44-102, including sales made directly on the CSE or other existing trading markets for the Common Shares. Sales of Common Shares under an "at-the-market distribution", if any, will be made pursuant to an accompanying Prospectus Supplement. The volume and timing of any "at-the-market distributions" will be determined at the Company's sole discretion.

Under agreements that may be entered into by the Company, underwriters, dealers, placement agents, other intermediaries or agents who participate in the distribution of securities may be entitled to indemnification by the Company against certain liabilities, including liabilities under any applicable securities legislation, or to contributions with respect to payments that such underwriters, dealers, placement agents, other intermediaries or agents may be required to make in that respect. In connection with an offering, other than an "at-the-market distribution", the underwriters, dealers, placement agents, other intermediaries or agents, if any, may overallot or effect transactions that stabilize or maintain the market price of the Common Shares at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time and would be subject to applicable law.

Unless stated to the contrary in any Prospectus Supplement, the Securities have not been and will not be registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered, sold or delivered, directly or indirectly, to, or for the account or benefit of, persons in the United States or U.S. persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. In addition, until 40 days after the commencement of an offering of Securities, an offer or sale of the Securities within the United States or to U.S. persons by any dealer, whether or not participating in the offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements of the U.S. Securities Act. Terms used and not defined in this paragraph shall have the meanings ascribed thereto by Regulation S under the U.S. Securities Act.

This Prospectus may also, from time to time, relate to the offering of Common Shares by certain selling securityholders. The Prospectus Supplement that we will file in connection with any offering of Common Shares by selling securityholders will include the following information:

- the names of the selling securityholders;
- the number or amount of Common Shares owned, controlled or directed by each selling securityholder;
- the number or amount of Common Shares being distributed for the account of each selling securityholder;
- the number or amount of securities to be owned, controlled or directed by the selling securityholders after the distribution and the percentage that number or amount represents of the total number of our outstanding securities; and
- whether such Common Shares are owned by the selling securityholders both of record and beneficially, of record only or beneficially only.

The selling securityholders may sell all or a portion of the Common Shares beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If Common Shares are sold through underwriters or broker-dealers, the selling securityholders will be responsible for underwriting discounts or commissions or agent's commissions. Common Shares may be sold by the selling securityholders in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions, as follows:

- on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale; •
- in the over-the-counter market;
- in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the CSE;
- privately negotiated transactions;
- short sales;
- broker-dealers may agree with the selling securityholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

If the selling securityholders effect such transactions by selling the Common Shares to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling securityholders or commissions from purchasers of our Common Shares for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of the Common Shares or otherwise, the selling securityholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the Common Shares in the course of hedging in positions they assume. The selling securityholders may also sell the Common Shares short and deliver the Common Shares covered by this Prospectus to close out short positions and to return borrowed shares in connection with such short sales. The selling securityholders may also loan or pledge the Common Shares to broker-dealers that in turn may sell such Common Shares.

CERTAIN INCOME TAX CONSIDERATIONS

Owning any of the Securities may subject you to tax consequences in Canada. Although the applicable Prospectus Supplement will describe certain Canadian federal income tax consequences of the acquisition, ownership and disposition of any Securities offered under this Prospectus by an initial investor, the Prospectus Supplement may not describe these tax consequences fully or with respect to a particular investor. You should consult your own tax advisor with respect to your particular circumstances.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

Owning any of the Securities may subject holders who are U.S. persons (within the meaning of the U.S. Internal Revenue Code of 1986, as amended) to U.S. tax consequences. The applicable prospectus supplement may describe certain U.S. federal income tax consequences of the acquisition, ownership and disposition of any of the Securities offered thereunder by an initial investor who is a U.S. person. You should consult your own tax advisor with respect to your particular circumstances.

DESCRIPTION OF COMMON SHARES

BetterLife is authorized to issue an unlimited number of Common Shares. Each holder of a Common Share is entitled to (i) notice of and the right to vote at all meetings of shareholders of the Company, (ii) receive any dividend declared by the board of directors of the Company, and (iii) receive the remaining property of the Company in the

event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, or any other distribution of its assets among its shareholders for the purposes of winding up its affairs.

DESCRIPTION OF PREFERRED SHARES

The particular terms and provisions of any class of Preferred Shares offered pursuant to a Prospectus Supplement will be described in such Prospectus Supplement. Any Preferred Shares offered pursuant to a Prospectus Supplement will be of a new class of preferred shares. Prior to an offering of Preferred Shares pursuant to a Prospectus Supplement, the Company would need to amend its articles to create the Preferred Shares, which would require a special resolution of the holders of Common Shares.

Any Prospectus Supplement for Preferred Shares will set forth the terms and other information with respect to the Preferred Shares being offered thereby, including: (i) the offering price of the Preferred Shares; (ii) the title and designation of number of shares of the series of Preferred Shares; (iii) the dividend rate or method of calculation, the payment dates for dividends and the place or places where the dividends will be paid, whether dividends will be cumulative or noncumulative, and, if cumulative, the dates from which dividends will begin to accumulate; (iv) any conversion or exchange features or rights; (v) whether the Preferred Shares will be subject to redemption and the redemption price and other terms and conditions relative to the redemption rights; (vi) any liquidation rights; (vii) any sinking fund provisions; (viii) any voting rights; (ix) whether the Preferred Shares will be issued in fully registered or "book-entry only" form; (x) any other rights, privileges, restrictions and conditions attaching to the Preferred Shares; and (xi) any other specific terms.

DESCRIPTION OF DEBT SECURITIES

The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of Debt Securities offered pursuant to a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Debt Securities, will be described in such Prospectus Supplement. Since the terms of a series of Debt Securities may differ from the general information provided in this Prospectus, in all cases an investor should rely on the information in the applicable Prospectus Supplement where it differs from information in this Prospectus. The following description and any description of Debt Securities in the applicable Prospectus Supplement does not purport to be complete and is subject to and qualified in its entirety by reference to the applicable indenture and, if applicable, collateral arrangements relating to such Debt Securities.

The Debt Securities will be issued under one or more indentures between the Company and a financial institution to which the *Trust and Loan Companies Act* (Canada) applies or a financial institution organized under the laws of any province of Canada and authorized to carry on business as a trustee (each, a "**Trustee**"), as supplemented and amended from time to time (each, a "**Trust Indenture**" and, collectively, the "**Trust Indentures**"). The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Any Prospectus Supplement for Debt Securities will set forth the terms and other information with respect to the Debt Securities being offered thereby, including: (i) the designation, aggregate principal amount and authorized denominations of such Debt Securities; (ii) the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars); (iii) the percentage of the principal amount at which such Debt Securities will be issued; (iv) the date or dates on which such Debt Securities will mature; (v) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any); (vi) the dates on which such interest will be payable and the record dates for such payments; (vii) the Trustee under the Trust Indenture pursuant to which the Debt Securities are to be issued; (viii) any redemption term or terms under which such Debt Securities may be defeased; (ix) whether such Debt Securities are to be issued in registered form, "book-entry only" form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof; (x) any exchange or conversion terms; (xi) credit rating information; and (xii) any other specific terms.

Debt Securities may, at the option of the Company, be issued in fully registered form, in bearer form or in "book-entry only" form. See "Book-Entry Only Securities".

DESCRIPTION OF SUBSCRIPTION RECEIPTS

The following sets forth certain general terms and provisions of the Subscription Receipts. The Company may issue Subscription Receipts that may be exchanged by the holders thereof for other Securities of the Company upon the satisfaction of certain conditions. The particular terms and provisions of the Subscription Receipts offered pursuant to a Prospectus Supplement, and the extent to which the general terms described below apply to those Subscription Receipts, will be described in such Prospectus Supplement. The following description and any description of Subscription Receipts in the applicable Prospectus Supplement does not purport to be complete and is subject to and qualified in its entirety by reference to the applicable subscription receipt agreement and, if applicable, collateral arrangements and depositary arrangements relating to such Subscription Receipts. Subscription Receipts may be offered separately or together with other Securities of the Company. The Subscription Receipts will be issued under a subscription receipt agreement. Under the subscription receipt agreement, an original purchaser of Subscription Receipts will have a contractual right of rescission following the issuance of Securities of the Company to such purchaser, entitling the purchaser to receive the amount paid for the Subscription Receipts upon surrender of the Securities if this Prospectus, the relevant Prospectus Supplement, and any amendment thereto, contains a misrepresentation, provided such remedy for rescission is exercised within one hundred eighty (180) days of the date the Subscription Receipts are issued.

Any Prospectus Supplement for Subscription Receipts will contain the terms and conditions and other information with respect to the Subscription Receipts being offered thereby, including: (i) the number of Subscription Receipts; (ii) the price at which the Subscription Receipts will be offered and whether the price is payable in instalments; (iii) conditions to the exchange of Subscription Receipts for other Securities of the Company and the consequences of such conditions not being satisfied; (iv) the procedures for the exchange of the Subscription Receipts for other Securities of the Company; (v) the number of Securities of the Company that may be issued upon the exchange of each Subscription Receipt; (vi) the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security; (vii) the dates or periods during which the Subscription Receipts may be exchanged for other Securities of the Company; (viii) whether the Subscription Receipts will be listed on any securities exchange; (ix) whether the Subscription Receipts will be issued in fully registered or "book-entry only" form; (x) any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts; and (xi) any other specific terms.

DESCRIPTION OF WARRANTS

The following sets forth certain general terms and provisions of the Warrants. The particular terms and provisions of the Warrants offered pursuant to a Prospectus Supplement, and the extent to which the general terms described below apply to those Warrants, will be described in such Prospectus Supplement. The following description and any description of Warrants in the applicable Prospectus Supplement does not purport to be complete and is subject to and qualified in its entirety by reference to the applicable warrant agreement and, if applicable, collateral arrangements and depositary arrangements relating to such Warrants.

The Company may issue Warrants for the purchase of Debt Securities, Preferred Shares or Common Shares. Warrants may be issued independently or together with Debt Securities, Preferred Shares or Common Shares offered by any Prospectus Supplement and may be attached to, or separate from, any such offered Securities. Warrants will be issued under one or more warrant agreements between the Company and a warrant agent that the Company will name in the Prospectus Supplement.

Any Prospectus Supplement for Warrants will contain the terms and other information with respect to the Warrants being offered thereby, including: (i) the designation of the Warrants; (ii) the aggregate number of Warrants offered and the offering price; (iii) the designation, number and terms of the Debt Securities, Preferred Shares or Common Shares purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers; (iv) the exercise price of the Warrants; (v) the dates or periods during which the Warrants are exercisable; (vi) the designation and terms of any Securities with which the Warrants are issued; (vii) if the Warrants are issued as a unit with another security, the date on and after which the Warrants and the other security will be separately transferable; (viii) the currency or currency unit in which the exercise price is denominated; (ix) any minimum or maximum amount of Warrants that may be exercised at any one time; (x) whether such Warrants will be listed on any securities exchange; (xi) any terms, procedures and limitations relating to the transferability or exercise of the Warrants; (xii) whether the Warrants will be issued in fully

registered or "book-entry only" form; (xiii) any other rights, privileges, restrictions and conditions attaching to the Warrants; and (xiv) any other specific terms.

DESCRIPTION OF UNITS

The following sets forth certain general terms and provisions of the Units. The particular terms and provisions of the Units offered pursuant to a Prospectus Supplement, and the extent to which the general terms described below apply to those Units, will be described in such Prospectus Supplement. The following description and any description of Units in the applicable Prospectus Supplement does not purport to be complete and is subject to and qualified in its entirety by reference to any agreement, collateral arrangements and depositary arrangements relating to such Units.

The Company 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 under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

Any Prospectus Supplement for Units will contain the terms and other information with respect to the Units being offered thereby, including: (i) the designation and 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; (ii) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of any Securities comprising the Units; (iii) whether the Units will be issued in fully registered or "book-entry only" form; and (iv) any other specific terms.

BOOK-BASED SYSTEM

Except as otherwise provided in the applicable Prospectus Supplement, securities will be issued by way of instant deposit under the book-based system administered by CDS Clearing and Depository Services Inc. or a successor (collectively, "**CDS**"), registered in the name of CDS or its nominee. Except as otherwise provided in the applicable Prospectus Supplement, no purchaser of Securities will receive a certificate or other instrument from the Company or CDS evidencing that purchaser's ownership thereof, and no purchaser will be shown on the records maintained by CDS except through a book-entry account of a participant ("**Participant**") in the depository service of CDS acting on behalf of such purchaser. Except as otherwise provided in the applicable Prospectus Supplement, each purchaser of Securities will receive a customer confirmation of purchase from the registered dealer from which the Securities are purchased in accordance with the practices and procedures of that registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. CDS will be responsible for establishing and maintaining book-entry accounts for its Participants having interests in the Securities.

Transfer, Conversion or Redemption of Securities

Transfer of ownership, conversion or redemption of Securities will be effected through records maintained by CDS or its nominee for such Securities with respect to interests of CDS Participants, and on the records of CDS Participants with respect to interests of persons other than CDS Participants. Holders who desire to purchase, sell or to otherwise transfer ownership of or other interests in the Securities may do so only through CDS Participants.

The ability of a holder to pledge a Security or otherwise take action with respect to such holder's interest in a Security (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

Payments and Notices

Payments of principal, redemption price, if any, dividends and interest, as applicable, on each Security will be made by the Company to CDS or its nominee, as the case may be, as the registered holder of the Security and the Company understands that such payments will be credited by CDS or its nominee in the appropriate amounts to the relevant CDS Participants. Payments to holders of Securities of amounts so credited will be the responsibility of the CDS Participants.

As long as CDS or its nominee is the registered holder of the Securities, CDS or its nominee, as the case may be, will be considered the sole owner of the Securities for the purposes of receiving notices or payments on the

Securities. In such circumstances, the responsibility and liability of the Company in respect of notices or payments on the Securities is limited to giving notice or making payment of any principal, redemption price, if any, dividends and interest due on the Securities to CDS or its nominee.

Each holder must rely on the procedures of CDS and, if such holder is not a CDS Participant, on the procedures of the CDS Participant through which such holder owns its interest, to exercise any rights with respect to the Securities. The Company understands that under existing policies of CDS and industry practices, if the Company requests any action of holders or if a holder desires to give any notice or take any action which a registered holder is entitled to give or take with respect to the Securities, CDS would authorize the CDS Participant acting on behalf of the holder to give such notice or to take such action, in accordance with the procedures established by CDS or agreed to from time to time by the Company, any Trustee and CDS. Any holder that is not a CDS Participant must rely on the contractual arrangement it has directly, or indirectly through its financial intermediary, with its CDS Participant to give such notice or take such action.

The Company, the underwriters, dealers or agents and any Trustee identified in a Prospectus Supplement, as applicable, will not have any liability or responsibility for: (i) records maintained by CDS relating to beneficial ownership interest in the Securities held by CDS or the book-entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to any such beneficial ownership interest; or (iii) any advice or representation made by or with respect to CDS and contained herein or in any Trust Indenture with respect to the rules and regulations of CDS or at the directions of the CDS Participants.

If the Company determines, or CDS notifies the Company in writing, that CDS is no longer willing or able to discharge properly its responsibilities as depository with respect to the securities and the Company is unable to locate a qualified successor, or if the Company at its option elects, or is required by law, to terminate the book-entry system, then the securities will be issued in fully registered form to beneficial owners or their nominees.

CONSOLIDATED CAPITALIZATION

There have been no material changes to the Company's consolidated capitalization which have not been disclosed in this Prospectus or the documents incorporated by reference since the date of the Company's audited financial statements for the year ended January 31, 2020. The applicable Prospectus Supplement will describe any material changes, and the effect of such material changes on the share and loan capitalization of the Company that will result from the issuance of Securities pursuant to each Prospectus Supplement.

DIVIDENDS

No dividends on the Common Shares have been paid by the Company to date. The Company does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the board of the Company, after taking into account a multitude of factors appropriate in the circumstances, including the Company's operating results, financial condition and current and anticipated cash needs.

EARNINGS COVERAGE RATIOS

Earnings coverage ratios will be provided as required in the Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

PRIOR SALES AND TRADING PRICE AND VOLUME

Prior sales will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

The Common Shares are listed on the CSE under the trading symbol "BETR". Trading price and volume information for the Securities will be provided as required in each Prospectus Supplement. On April 23, 2021, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the CSE was $0.67.

RISK FACTORS

An investment in the securities of the Company is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment

in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations.

Prospective investors should carefully consider all information contained in this Prospectus, including all documents incorporated by reference, and in particular should give special consideration to the risk factors under the section titled "Risk Factors" in the Annual Information Form, which is incorporated by reference in this Prospectus and which may be accessed on the Company's SEDAR profile at www.sedar.com, and the information contained in the section entitled "Cautionary Statement Regarding Forward-Looking Information". Additionally, purchasers should consider the risk factors set forth below.

The risks and uncertainties described or incorporated by reference in this Prospectus are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks actually occur, the Company's business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of the Common Shares could decline and investors could lose all or part of their investment.

Risks Related to the Business

The COVID-19 pandemic and related government responses could have a material and adverse effect on the Company's business, financial condition and results of operations.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. Our business and financial condition may be adversely impacted by the effects of COVID-19 and other infectious diseases.

The international response to the spread of COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility and a general reduction in consumer activity. Such public health crises can result in operating and supply chain delays and disruptions, global stock market and financial market volatility, declining trade and market sentiment, reduced movement of people and labour shortages, and travel and shipping disruption and shutdowns, including as a result of government regulation and prevention measures, or a fear of any of the foregoing, all of which could affect the ability to recruit patients into clinical trials, commodity prices, interest rates, credit ratings, credit risk and inflation.

The extent to which COVID-19 and other infectious diseases may impact the Company's business, operations, financial condition and the market for the Company's securities will depend on future developments and government responses, which are highly uncertain and cannot be predicted. These include the duration, severity and scope of the outbreak and the actions taken by governmental entities to address and mitigate the pandemic. The Company's business and operations could be adversely affected by the continued global spread of COVID-19 and any government actions to slow the spread of the infectious disease. Areas that may be impacted include, but without limitation, workforce productivity and health, disruptions to supply chains, limitations on travel and ability to successfully commercialize the Company's product portfolios and deliver end products to customers.

Given the uncertainty and lack of predictability surrounding COVID-19, the Company is not able to predict the length and severity of impact to its business and operations as it depends upon future developments which cannot be predicted, and includes, among other matters, the duration of the outbreak, the severity of the virus and the ability to treat it, the ability to collect sufficient data to track the virus and the collective actions taken to curb the spread of the virus.. As a result, risks associated with COVID-19 may impact key estimates and assumptions used in the Company's consolidated financial statements.

The continued spread of the virus could have a material adverse effect on the economies of the countries in which the Company operates. The continued adverse effects of the spread of COVID-19 if not contained, could have a material adverse effect on the Company's business, operations and financial condition.

There is substantial doubt as to whether the Company will continue operations. If the Company discontinues operations, you could lose your investment.

The Company's financial statements have been prepared on the going concern basis, which assumes that it will be able to realize its assets and discharge its liabilities in the normal course of business. However, as at January 31,

2020, the Company has not earned any revenues and had an accumulated deficit of $54,660,516. The Company anticipates that it will incur increased expenses and there is a risk it will not realize sufficient revenues to offset those expenses. Its ability to continue operations is dependent on obtaining additional financing and generating future revenues, and no assurance can be given that it will successfully be able to do so. Accordingly, the Company's financial statements contain disclosure of management's determination that these factors raise substantial doubt about its ability to continue as a going concern. Importantly, the inclusion in its financial statements of a going concern opinion may negatively impact its ability to raise future financing and achieve future revenue. The threat of the Company's ability to continue as a going concern will be removed only when, in the opinion of its auditor, its revenues have reached a level that is able to sustain business operations.

If the Company is unable to obtain additional financing from outside sources and eventually generate enough revenues, it may be forced to sell a portion or all of its assets, or curtail or discontinue operations. If any of these happens, you could lose all or part of your investment. The Company's financial statements do not include any adjustments to its recorded assets or liabilities that might be necessary if it becomes unable to continue as a going concern.

The Company has incurred operating losses in each year since inception and may continue to incur substantial and increasing losses for the foreseeable future. It also has negative capital cash flows from operating activities. If the Company cannot generate sufficient revenues to operate profitably or with positive cash flow from operating activities, it may suspend or cease operations.

The Company has not generated any revenue since inception on June 10, 2002 and it has incurred operating and net losses in each year of existence. The Company experienced a net loss of $19,588,762 for the year ended January 31, 2020, compared to a net loss of $9,254,790 for the year ended January 31, 2019. It expects to incur substantial and increasing losses for the foreseeable future as it researches, develops and commercializes its products. If its products do not achieve commercialization and/or market acceptance, it may never generate any revenue. The Company also cannot assure you that it will be profitable even if it successfully commercializes its products. If it fails to generate sufficient revenues to operate profitability, or if it is unable to fund its continuing losses, you could lose all or part of your investment.

During the fiscal year ended January 31, 2020 and the nine-month period ended October 31, 2020, the Company had negative cash flow from operating activities. As at October 31, 2020, the Company's cash and net working capital deficiency balances (adjusted for amounts which cannot be converted to cash) were approximately $518,000 and $6,113,000, respectively. Although the Company anticipates it will have positive cash flow from operating activities in future periods, to the extent that the Company has negative cash flow in any future period, certain of the net proceeds from any offering may be used to fund such negative cash flow from operating activities, if any. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate positive cash flow from its operations, that additional capital or other types of financing will be available when needed, or that these financings will be on terms favourable to the Company.

The Company will require substantial additional funds to complete its development and commercialization activities, and if such funds are not available it may need to significantly curtail or cease operations.

The Company will require substantial funds to develop, manufacture and market its products. If it does not raise sufficient funds, its plan of operation will be delayed until such time as it raises sufficient funds, provided it is able to do so. Further, the cost of carrying out its operating activities and development activities is not fixed, and its cash levels may at any time prove to be insufficient to finance them. The Company's financing needs may change substantially because a number of factors which are difficult to predict or which may be outside of its control. These include increased competition, the costs of licensing existing drugs and protecting rights to its proprietary technology and the time required to obtain required licenses. Further, even with the minimum $5,300,000 financing in connection with the Company's first prospectus supplement to be filed under this Prospectus, the Company cannot pursue all of the Company's projects and intends to focus on the TD-0148A program. In the event that the Company raises additional proceeds it will pursue its other programs. There is also a risk that the $5,300,000 will not be sufficient and the Company could require additional funding to complete its TD-0148A program.

It may not succeed in raising the additional funds that it require because such funds may not be available to it on

acceptable terms, if at all. The Company intends to seek additional funding through strategic alliances or through public or private sales of its equity securities, and it may also obtain equipment leases and pursue opportunities to obtain debt financing in the future. If the Company is unable to obtain sufficient funding on a timely basis, it may be forced to significantly curtail or cease operations.

The Company's inability to complete its development projects in a timely manner could have a material adverse effect of its results of operations, financial condition and cash flows.

If the Company's projects are not completed in a timely fashion, it could experience:

- additional competition in the industry for our products; and
- delay in obtaining future inflow of cash from financial or partnership activities, any of which could have a material adverse effect of its results of operations, financial condition and cash flows.

Any products that it may develop as a pharmaceutical product will be subject to extensive governmental regulations relating to development activities, conduct of clinical trials, manufacturing and commercialization. In the United States, for example, the prospective products that the Company intends to develop and market are regulated by the United States Food and Drug Administration ("**FDA**") under its new drug development and review process. Before such products can be marketed, it must obtain clearance from the FDA by submitting an investigational new drug application, then by successfully completing human testing under three phases of clinical trials, and finally by submitting a new drug application.

The time required to obtain approvals for its prospective products from the FDA and other agencies in foreign locales with similar processes is unpredictable. The Company expects to be able to accelerate the approval process and to increase the chances of approval by using existing and approved drugs as the basis for its own technology. However, it cannot guarantee that its expectations will be realized, and there is no assurance that it will ever receive regulatory approval to use its proprietary substances, methods and processes. If the Company does not obtain such regulatory approval, it may never become profitable.

The Company may not commence clinical testing for any of its prospective pharmaceutical products and the commercial value of any clinical study that it may conduct will depend significantly upon its choice of indication and its patient population selection. If it is unable to commence clinical testing or if it makes a poor choice in terms of clinical strategy, it may never achieve revenues.

In order to commence clinical testing, the Company must successfully complete and obtain positive scientific results from pre-clinical studies and, in the case of an existing drug that it is re-profiling for a new indication, adopt existing pre-clinical or early stage clinical studies to its own research. If it successfully completes any clinical study of its own, the commercial value of any such study will significantly depend upon our choice of indication and its patient population selection for that indication. There is no assurance that the Company will complete any clinical study for any of it product candidates.

The Company will rely on third parties to conduct its research, development and manufacturing activities. If these third parties do not perform as contractually required, fail to meet its manufacturing requirements and applicable regulatory requirements or otherwise expected, it may not be able to commercialize its products, which may prevent it from becoming profitable.

The Company will rely on contract manufacturers as source suppliers for its products.

Because of its planned reliance on contract manufacturers, the Company may also be exposed to additional risks, including those related to intellectual property and the failure of such manufacturers to comply with strictly-enforced regulatory requirements, manufacture components to its specifications, or deliver sufficient component quantities to it in a timely manner. For example, a contract manufacturer working on the Company's behalf may violate the intellectual property rights of a third party in manufacturing a component of one of its products, and if such a violation occurs without the Company's knowledge, it may be held vicariously liable for the acts of its contractor, incur related costs and court mandated damages, or become enjoined from selling products which violate those third-party intellectual property rights. Similarly, if a contract manufacturer working on the Company's behalf is found to be in violation of FDA or other national regulatory standards regarding the manufacture, packaging or

labeling of any of its products, the Company could face any number of adverse consequences including costly regulatory investigations and fines, interruptions in the flow of its products or materials, product recalls, or liability to consumers regarding any of its products that do not meet such regulatory requirements. If any of these events occurs, if the Company's relationship with any of its potential contract manufacturers terminates, or if any such manufacturer is unable fulfill its obligations to the Company for any reason, its product development and commercialization efforts could suffer and it may never realize a profit.

If the Company is unable to establish a sales, marketing and distribution infrastructure or enter into collaborations with partners to perform these functions, it may not be successful in commercializing its product candidates.

In order to successfully commercialize any of its product candidates, the Company must either develop a satisfactory sales, marketing and distribution infrastructure or enter into collaborations with partners to perform these services for it. The Company will require substantial resources to create such an infrastructure, and it may never possess the resources to do so. For example, it may be unable to recruit and retain an adequate number of effective sales and marketing personnel or it may incur unforeseen costs and expenses in connection with developing the necessary infrastructure.

Although the Company plans to develop its own sales and marketing organizations in some markets, it intends to enter into partnering, co-promotion and other distribution arrangements to commercialize its products in most markets. The Company may not be able to enter into collaborations on acceptable terms, if at all, and it may face competition in its search for partners with whom it may collaborate. If the Company is not able to build a satisfactory sales, marketing and distribution infrastructure or collaborate with one or more partners to perform these functions, it may not be able to successfully commercialize its product candidates, which could cause it to cease operations.

The Company's product candidates may never gain market acceptance, which could prevent it from generating revenues.

The success of the Company's products will depend on their acceptance by customers and the public, among other things. Market acceptance of, and demand for, any product that it develops and commercializes will depend on many factors, including:

- the Company's ability to provide acceptable evidence of safety and efficacy;
- the effectiveness of its or its collaborators' sales, marketing and distribution strategy; and
- publicity concerning its products or competing products.

If the Company's product candidates fail to gain market acceptance, it may be unable to generate sufficient revenue to continue business.

The Company faces potential product liability exposure, and any claim brought against it may cause it to divert resources from normal operations or terminate selling, distributing and marketing any of its products. This may cause the Company to cease operations as it relates to that product.

The sale of any of the Company's products may expose it to product liability claims from consumers. Although the Company plans to obtain product liability insurance coverage with limits that it hopes will be customary and adequate to provide it with coverage for foreseeable risks, its insurance coverage may be insufficient to reimburse it for the actual expenses or losses it may suffer.

Even if the Company is able to successfully defend itself against any potential claims, it will likely incur substantial costs in the form of unanticipated expenses and negative publicity. This could result in decreased demand for its products, an impaired business reputation, revenue loss or an inability to continue commercializing its products. Any of these consequences could cause is to cease operations.

The manufacturing of all of the Company's products will be subject to ongoing regulatory requirements, and may therefore be the subject of regulatory or enforcement action. The associated costs could prevent it from achieving its goals or becoming profitable.

The Company's products, third-party manufacturing facilities and processes and advertising and promotional

activities will be subject to significant review and ongoing and changing regulation by various regulatory agencies. The Company's failure to comply with any regulatory requirements may subject it to administrative and judicial sanctions, which may include warning letters, civil and criminal penalties, injunctions, product seizures or detention, product recalls, total or partial suspension of production, or the denial of pending product marketing applications.

Regulatory or enforcement actions could adversely affect the Company's ability to develop, market and sell its products successfully and harm its reputation, which could lead to reduced market demand for such products. Consequently, the costs associated with any such action could cause the Company's business to suffer and prevent it from achieving its goals or becoming profitable.

Since certain of the Company's directors are located outside of Canada, you may be limited in your ability to enforce Canadian civil actions against them for damages to the value of your investment.

As certain of the Company's directors and officers are located outside of Canada, you may be limited in your ability to enforce Canadian civil actions against them for damages to the value of your investment.

The Company plans to indemnify its directors and officers against liability to the Company and its security holders, and such indemnification could increase operating costs.

The Company's Articles allow it to indemnify its directors and officers against claims associated with carrying out the duties of their offices. The Company's Articles also allow it to reimburse them for the costs of certain legal defenses. Insofar as indemnification for liabilities arising under relevant securities legislation may be permitted to its directors, officers or control persons, certain securities regulations may deem that such indemnification is against public policy and is therefore unenforceable in that jurisdiction.

Since the Company's officers and directors are aware that they may be indemnified for carrying out the duties of their offices, they may be less motivated to meet the standards required by law to properly carry out such duties, which could increase operating costs. Further, if the Company's officers and directors file a claim against it for indemnification, the associated expenses could also increase operating costs.

The Company has no sources of product revenue and it will not be able to maintain operations and research and development without sufficient funding.

The Company has no sources of product revenue and cannot predict when or if it will generate product revenue. The Company's ability to generate product revenue and ultimately become profitable depends upon its ability, alone or with partners, to successfully develop its product candidates, obtain regulatory approval, and commercialize products, including any of the current product candidates, or other product candidates that may be developed, in-licensed or acquired in the future. It does not anticipate generating revenue from the sale of products for the foreseeable future. The Company expects research and development expenses to increase in connection with ongoing activities, particularly as drug candidates are advanced towards clinical trials.

The Company is highly dependent upon certain key personnel and their loss could adversely affect the Company's ability to achieve its business objectives.

The loss of Dr. Ahmad Doroudian, Chief Executive Officer, or other key members of the scientific and operating staff could harm the Company. Employment agreements exist with Mr. Doroudian and other staff although such employment agreements do not guarantee their retention. The Company also depends on scientific, manufacturing and clinical collaborators and advisors, all of whom have outside commitments that may limit their availability. In addition, the Company believes that its future success will depend in large part upon its ability to attract and retain highly skilled scientific, managerial, medical, clinical, manufacturing and regulatory personnel. Agreements have been entered into with scientific, manufacturing and preclinical and clinical collaborators and advisors, key opinion leaders and academic partners in the ordinary course of business as well as with physicians and institutions. Notwithstanding these arrangements, there is significant competition for these types of personnel from other companies, research and academic institutions, government entities and other organizations. The loss of the services of any of the executive officers or other key personnel could potentially harm the Company's business, operating results or financial condition.

If the Company breaches any of the agreements under which it licenses rights to product candidates or technology

from third parties, it can lose license rights that are important to its business. The Company's current license agreements may not provide an adequate remedy for breach by the licensor.

The Company is subject to a number of risks associated with its collaboration with the licensors, including the risk that the licensors may terminate the license agreement upon the occurrence of certain specified events. If the Company fails to comply with any obligations in its license agreements or otherwise breach this or similar agreements, the licensors or any future licensors may have the right to terminate the licenses in whole. the Company can also suffer the consequences of non-compliance or breaches by licensors in connection with license agreements. Such non-compliance or breaches by such third parties can in turn result in breaches or defaults under the Company's agreements with other collaboration partners, and the Company can be found liable for damages or lose certain rights, including rights to develop and/or commercialize a product or product candidate. Loss of the Company's rights to licensed intellectual property or any similar license granted to it in the future, or the exclusivity rights provided therein, can harm its financial condition and operating results.

Preclinical and clinical drug development involves a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results and the Company's product candidates may not have favorable results in later trials or in the commercial setting.

Preclinical and clinical testing is expensive and can take many years to complete, and the outcome is inherently uncertain. Failure can occur at any time during the preclinical testing and clinical trial process. The results of preclinical studies and early clinical trials may not be predictive of the results of later-stage clinical trials. Success in preclinical or animal studies and early clinical trials does not ensure that later large-scale efficacy trials will be successful, nor does it predict final results. Favorable results in early trials may not be repeated in later trials. There is no assurance the FDA, European Medicines Agency ("**EMA**") or other similar government bodies will view the results as the Company does or that any future trials of its proposed products for other indications will achieve positive results. Product candidates in later stages of clinical trials may fail to show the desired safety and efficacy traits despite having progressed through preclinical studies and initial clinical trials.

The Company will be required to demonstrate through larger-scale clinical trials that any potential future product is safe and effective for use in a diverse population before it can seek regulatory approvals for commercial sale of its products. There is typically an extremely high rate of attrition from the failure of product candidates proceeding through preclinical studies and clinical and post-approval trials. If the Company's drug candidates fail to demonstrate sufficient safety and efficacy in ongoing or future preclinical studies and clinical trials, its operations and financial condition will be adversely impacted.

If the Company is unable to enroll subjects in clinical trials, it will be unable to complete these trials on a timely basis.

Patient enrollment, a significant factor in the timing of clinical trials, is affected by many factors, including the size and nature of the patient population, the proximity of subjects to clinical sites, the eligibility criteria for the trial, the design of the clinical trial, ability to obtain and maintain patient consents, risk that enrolled subjects will drop out before completion, competing clinical trials and clinicians' and patients' perceptions as to the potential advantages of the drug being studied in relation to other available therapies, including any new drugs that may be approved for the indications we are investigating. Furthermore, the Company relies on CROs and clinical trial sites to ensure the proper and timely conduct of its clinical trials, and while the Company has agreements governing committed activities, it has limited influence over their actual performance.

If the Company experiences delays in the completion or termination of any clinical trial of its proposed products or any future product candidates, the commercial prospects of its product candidates will be harmed and its ability to generate product revenues from any of these product candidates will be delayed. In addition, any delays in completing clinical trials will increase costs, slow down product candidate development and approval process and can shorten any periods during which the Company may have the exclusive right to commercialize its product candidates or allow its competitors to bring products to market before it does. Delays can further jeopardize the Company's ability to commence product sales, which will impair its ability to generate revenues and may harm the business, results of operations, financial condition and cash flows and future prospects. In addition, many of the factors that can cause a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of its proposed products or its future product candidates.

If the Company's competitors develop and market products that are more effective than the Company's existing product candidates or any products that it may develop, or obtain marketing approval before the Company does, the Company's products may be rendered obsolete or uncompetitive.

Technological competition from pharmaceutical companies, biotechnology companies and universities is intense and is expected to increase. Many of the Company's competitors and potential competitors have substantially greater product development capabilities and financial, scientific, marketing and human resources than the Company does. The Company's future success depends in part on its ability to maintain a competitive position, including the ability to further progress its portfolio candidates through the necessary preclinical and clinical trials towards regulatory approval for sale and commercialization. Other companies may succeed in commercializing products earlier than the Company is able to commercialize its products or they may succeed in developing products that are more effective. While the Company will seek to expand its technological capabilities in order to remain competitive, there can be no assurance that developments by others will not render its products non-competitive or that the Company or its licensors will be able to keep pace with technological developments. Competitors have developed or could develop technologies that could be the basis for competitive products. Some of those products may have an entirely different approach or means of accomplishing the desired therapeutic effect than the Company's products and may be more effective or less costly than the Company's products. In addition, other forms of medical treatment may offer competition to the Company's products. The success of the Company's competitors and their products and technologies relative to the Company's technological capabilities and competitiveness could have a material adverse effect on the future preclinical and clinical trials of the Company's products, including its ability to obtain the necessary regulatory approvals for the conduct of such trials.

The Company relies on contract manufacturers over whom it has limited control. If the Company is subject to quality, cost or delivery issues with the preclinical and clinical grade materials supplied by contract manufacturers, its business operations could suffer significant harm.

The Company has limited manufacturing experience and relies on contract development and manufacturing organizations ("**CDMO**"), to manufacture its drug candidates for preclinical development and clinical trials. It relies on CDMOs for manufacturing, filling, packaging, storing and shipping of drug product in compliance with cGMP regulations, enforced by the FDA, applicable to its products. The FDA ensures the quality of drug products by carefully monitoring drug manufacturers' compliance with cGMP regulations. The cGMP regulations for drugs contain minimum requirements for the methods, facilities and controls used in manufacturing, processing and packing of a drug product. There can be no assurances that the CDMOs selected will be able to meet future timetables and requirements. If the Company is unable to arrange for alternative third-party manufacturing sources on commercially reasonable terms or in a timely manner, it may delay the development of its product candidates. Furthermore, contract manufacturers must operate in compliance with cGMP and failure to do so could result in, among other things, the disruption of product supplies. The Company's dependence upon third parties for the manufacturing of its products may adversely affect profit margins and its ability to develop and deliver products on a timely and competitive basis.

The Company's future success is dependent primarily on the regulatory approval of a single product.

The Company does not have any products that have gained regulatory approval. As a result, its near-term prospects, including its ability to finance operations and generate revenue, are substantially dependent on the Company's ability to obtain regulatory approval for, and, if approved, to successfully commercialize its drug candidates in a timely manner. The Company cannot commercialize its product candidates in the U.S. without first obtaining regulatory approval for the product from the FDA; similarly, it cannot commercialize its product candidates outside of the U.S. without obtaining regulatory approval from comparable foreign regulatory authorities. Although not within the Company's control, a governmental shutdown could result in significant delays in obtaining the necessary approvals and there can be no assurance regulatory approval will be granted. Before obtaining regulatory approvals for the commercial sale of its product candidates for a target indication, the Company must demonstrate with substantial evidence gathered in preclinical and clinical studies to the satisfaction of the relevant regulatory authorities, that the product candidate is safe and effective for use for that target indication and that the manufacturing facilities, processes and controls are adequate. Many of these factors are beyond the Company's control. If the Company, or its potential commercialization collaborators, are unable to successfully commercialize its drug candidates, the Company may not be able to earn sufficient revenues to continue its business.

The Company will be subject to extensive government regulation that will increase the cost and uncertainty

associated with gaining final regulatory approval of its product candidates.

Securing final regulatory approval for the manufacture and sale of human therapeutic products in the U.S., Canada and other markets is a long and costly process that is controlled by that particular country's national regulatory agency. Approval in the U.S., Canada, or Europe does not assure approval by other national regulatory agencies, although often test results from one country may be used in applications for regulatory approval in another country. Other national regulatory agencies have similar regulatory approval processes, but each is different. Prior to obtaining final regulatory approval to market a drug product, every national regulatory agency has a variety of statutes and regulations which govern the principal development activities. These laws require controlled research and testing of products, government review and approval of a submission containing preclinical and clinical data establishing the safety and efficacy of the product for each use sought, approval of manufacturing facilities, including adherence to cGMP during production and storage, and control of marketing activities, including advertising and labelling. There can be no assurance that the Company's drug candidates will be successfully commercialized in any given country. There can be no assurance that the Company's licensed products will prove to be safe and effective in clinical trials under the standards of the regulations in the various jurisdictions or receive applicable regulatory approvals from applicable regulatory bodies.

The Company's products may become subject to unfavorable pricing regulations, third-party coverage and reimbursement practices or healthcare reform initiatives, thereby having an adverse effect on its business.

Many countries require approval of the sale price of a drug before it can be marketed. In most cases, the pricing review period begins after marketing or product licensing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. Although the Company intends to monitor these regulations, its programs are currently in the early stages of development and it will not be able to assess the impact of price regulations for a number of years. As a result, regulatory approval for a product in a particular country may be obtained, but then be subject to price regulations that delay commercial launch of the product and negatively impact the revenues from the sale of the product in that country.

The Company's ability to commercialize any products successfully will also depend in part on the extent to which coverage and adequate reimbursement for these products and related treatments will be available from government health administration authorities, private health insurers and other third-party payors. Additionally, in the U.S., no uniform policy of coverage and reimbursement for products exists among third-party payors. Therefore, coverage and reimbursement for products can differ significantly from payor to payor. In many jurisdictions, a product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. Obtaining coverage and reimbursement approval of a product from a government or other third-party payor is a time-consuming and costly process that could require the Company to provide to the payor supporting scientific, clinical and cost-effectiveness data for the use of its products. Delay in obtaining or providing of this data may delay or suspend reimbursement approval, negatively impacting the revenues from the sale of the product.

Negative results from clinical trials or studies of others and adverse safety events involving the targets of the Company's products may have an adverse impact on future commercialization efforts.

From time to time, studies or clinical trials on various aspects of pharmaceutical products are conducted by academic researchers, competitors or others. The results of these studies or trials, when published, may have a significant effect on the market for the pharmaceutical product that is the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to the Company's product candidates, the intended therapeutic target or the therapeutic areas in which the Company's product candidates compete, could adversely affect the ability to finance future development of its product candidates, and the business and financial results could be materially and adversely affected.

The Company faces the risk of product liability claims, which could exceed its insurance coverage and produce recalls, each of which could deplete cash resources.

In human trials, the Company will be exposed to the risk of product liability claims alleging that use of its product candidates cause an injury or harm. These claims can arise at any point in the development, testing, manufacture, marketing or sale of product candidates and may be made directly by patients involved in clinical trials of product candidates, by consumers or healthcare providers or by individuals, or organizations or companies selling the

products. Product liability claims can be expensive to defend, even if the product or product candidate did not actually cause the alleged injury or harm.

Insurance covering product liability claims becomes increasingly expensive as a product candidate moves through the development pipeline to commercialization. There can be no assurance that the Company's insurance coverage is or will continue to be adequate or available at a cost acceptable to it or at all. The Company may choose or find it necessary under its collaborative agreements to increase the insurance coverage in the future but may not be able to secure greater or broader product liability insurance coverage on acceptable terms or at reasonable costs when needed. Any liability for damages resulting from a product liability claim could exceed the amount of the coverage, require payment of a substantial monetary award from the Company's cash resources and have a material adverse effect on the business, financial condition and results of operations. Moreover, a product recall, if required, could generate substantial negative publicity about the products and business, inhibit or prevent commercialization of other products and product candidates or negatively impact existing or future collaborations. The Company may not achieve its publicly announced milestones according to schedule, or at all.

From time to time, the Company may announce the timing of certain events expected to occur, such as the anticipated timing of results from clinical trials. These statements are forward-looking and are based on the Company's best estimates at the time relating to the occurrence of such events. However, the actual timing of such events may differ from what has been publicly disclosed. The timing of events such as initiation or completion of a clinical trial, filing of an application to obtain regulatory approval, or announcement of additional clinical trials for a product candidate may ultimately vary from what is publicly disclosed. These variations in timing may occur as a result of different events, including the availability of financing, the ability to recruit patients in a clinical trial in a timely manner, the nature of results obtained during a clinical trial or during a research phase, problems with a CDMO or a contract research organization ("**CRO**"), or any other event having the effect of delaying the publicly announced timeline. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. Any variation in the timing of previously announced milestones could have a material adverse effect on the Company's business plan, financial condition or operating results.

Changes in government regulations, although beyond the Company's control, could have an adverse effect on its business.

The Company depends upon the validity of its licenses and access to the data for the timely completion of clinical research. Any changes in the drug development regulatory environment or shifts in political attitudes of a government are beyond its control and may adversely affect its business. The Company's business may also be affected in varying degrees by such factors as government regulations with respect to intellectual property, regulation or export controls. Such changes remain beyond its control and the effect of any such changes cannot be predicted. These factors could have a material adverse effect on the Company's ability to further develop its product candidates.

The Company's discovery and development processes may involve the use of companion diagnostics or biomarkers.

If the Company is unable to successfully develop companion diagnostics or biomarkers for its therapeutic product candidates, or experience significant delays in doing so, it may not achieve marketing approval or realize the full commercial potential of its therapeutic product candidates.

The Company may develop companion diagnostics or biomarkers for its therapeutic product candidates. It is expected that, at least in some cases, regulatory authorities may require the development and regulatory approval of a companion diagnostic or biomarkers as a condition to approving a therapeutic product candidate. The Company has limited experience and capabilities in developing or commercializing diagnostics or biomarkers and plan to rely in large part on third parties to perform these functions. The Company does not currently have any agreement in place with any third party to develop or commercialize companion diagnostics or biomarkers for any of its therapeutic product candidates.

Companion diagnostics or biomarkers are subject to regulation by the FDA, Health Canada and comparable foreign regulatory authorities and may require separate regulatory approval or clearance prior to commercialization. If the Company, or any third parties that it engages to assist, are unable to successfully develop companion diagnostics or biomarkers for the Company's therapeutic product candidates, or experience delays in doing so, the Company's business may be substantially harmed.

Significant disruption in availability of key components for ongoing preclinical and clinical studies could considerably delay completion of potential clinical trials, product testing and regulatory approval of potential product candidates.

The Company relies on third parties to supply ingredients and excipients for the manufacture and formulation of its drug candidates. Each of the suppliers of these components in turn need to comply with regulatory requirements. Any significant disruption in supplier relationships could harm the Company's business. Any significant delay in the supply of a component, for a potential ongoing clinical study could considerably delay initiation and completion of potential clinical trials, product testing and regulatory approval of potential product candidates. If the Company or its suppliers are unable to purchase these components after regulatory approval has been obtained for the product candidates, or the suppliers decide not to manufacture these components or provide support for any of the components, clinical trials or the commercial launch of that product candidate would be delayed or there would be a shortage in supply, which would impair the Company's ability to generate revenues from the sale of the product candidates.

The Company's products or technologies may need to be used in connection with third-party technologies or products.

It is not uncommon that drugs are used in combination with other drugs, devices, or therapies. Should this be the case for the Company's technology it could have an impact on future drug development and commercialization efforts.

The Company could be adversely impacted by unauthorized actions or the distribution of inaccurate information.

The Company faces the risk that parties take unauthorized actions that negatively impact it. This includes the risk of rumours or distribution of inaccurate information on unregulated online blogs, bulletin boards, and social media, as well as the risk that individuals or organizations access and use the Company's technology without authorization or consent and in ways that are not yet understood and/or approved, resulting in negative consequences to the Company's reputation and/or perception of the technology.

The Company may pursue other business opportunities in order to develop its business and/or products.

From time to time, the Company may pursue opportunities for further research and development of other products. The Company's success in these activities will depend on its ability to identify suitable technical experts, market needs, and effectively execute any such research and development opportunities. Any research and development would be accompanied by risks as a result of the use of business efforts and funds. In the event that the Company chooses to raise debt capital to finance any such research or development opportunities, its leverage will be increased. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with any research or development opportunities.

Generally, a litigation risk exists for any company that may compromise its ability to conduct the Company's business.

All industries are subject to legal claims, with and without merit. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

The Company's success depends on its ability to effectively manage its growth.

The Company may be subject to growth-related risks, including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve operational and financial systems and to expand, train and manage its employee base. Inability to deal with this growth could have a material adverse impact on its business, operations and prospects. The Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for its personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Company will be able to manage such growth effectively,

that its management, personnel or systems will be adequate to support its operations or that it will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

It may be difficult for non-Canadian investors to obtain and enforce judgments against the Company because of its Canadian incorporation and presence.

The Company is a corporation existing under the laws of Canada. Several of its directors and officers, and several of the experts are residents of Canada, and all or a substantial portion of their assets, and a substantial portion of the Company's assets, are located outside the U.S. Consequently, it may be difficult for holders of the Company's securities who reside in the U.S. to effect service within the U.S. upon those directors and officers, and the experts who are not residents of the U.S. It may also be difficult for holders of the Company's securities who reside in the U.S. to realize in the U.S. upon judgments of courts of the U.S. predicated upon the Company's civil liability and the civil liability of its directors, officers and experts under the U.S. federal securities laws. Investors should not assume that Canadian courts would (i) enforce judgments of U.S. courts obtained in actions against the Company or such directors, officers or experts predicated upon the civil liability provisions of the U.S. federal securities laws or the securities or "blue sky" laws of any state or jurisdiction of the U.S. or (ii) enforce, in original actions, liabilities against the Company or such directors, officers or experts predicated upon the U.S. federal securities laws or any securities or "blue sky" laws of any state or jurisdiction of the U.S.. In addition, the protections afforded by Canadian securities laws may not be available to investors in the U.S.

Significant disruptions of information technology systems or security breaches could adversely affect the Company's business.

The Company is dependent upon information technology systems, infrastructure and data to operate its business. In the ordinary course of business, the Company collects, stores and transmits confidential information (including, among other things, trade secrets or other intellectual property, proprietary business information and personal information). It is critical that the Company does so in a secure manner to maintain the confidentiality and integrity of such confidential information. The Company also has outsourced elements of its operations to third parties, and as a result it manages a number of third-party vendors who may or could have access to its confidential information. The size and complexity of its information technology systems, and those of third-party vendors with whom the Company contracts, and the amount of confidential information stored on those systems, make such systems vulnerable to service interruptions or to security breaches from inadvertent or intentional actions by employees, third-party vendors, and/or business partners, or from cyberattacks by malicious third parties. Cyberattacks could include the deployment of harmful malware, ransomware, denial-of-service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of information.

Return on Investment is not Guaranteed.

There is no guarantee that an investment in the securities described herein will provide any positive return in the short term or long term. An investment in the securities of the Company is speculative and involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company described herein is appropriate only for holders who have the capacity to absorb a loss of some or all of their investment.

Discretion in the Use of Proceeds from an offering.

The Company intends to use the net proceeds from any offering as set forth under "Use of Proceeds" set out herein or in the relevant Prospectus Supplement; however, the Company maintains broad discretion concerning the use of the net proceeds from any offering, as well as the timing of its expenditures in ways that it deems most efficient, and there can be no assurance as to how the funds will be allocated, especially if the Company determines to revise its business plan and growth strategy. The application of the proceeds to various items may not necessarily enhance the value of the Securities. The failure to apply the net proceeds as set forth under "Use of Proceeds" and other financings could adversely affect the Company's business and, consequently, could adversely affect the price of the Units on the open market.

Until utilized, the net proceeds of any offering will be held in cash balances in the Company's bank account or

invested at the discretion of the Board. As a result, a purchaser will be relying on the judgment of management of the Company for the application of the net proceeds of any offering. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company's business, prospects, financial condition and results of operations may suffer, which could have material and adverse effect on the trading price of the Common Shares in the market

Risks Related to the Company's Securities

Trading on the CSE and the OTC Bulletin Board may be volatile and sporadic, which could depress the market price of the Company's common stock and make it difficult for its stockholders to resell their shares.

The Company's common shares are traded on the CSE and is quoted on the OTCQB service of the Financial Industry Regulatory Authority. Trading in stock listed on the CSE or quoted on the OTC Bulletin Board is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with the Company's operations or business prospects. This volatility could depress the market price of the Company's common stock for reasons unrelated to operating performance. Moreover, the OTC Bulletin Board is not a stock exchange, and trading of securities on the OTC Bulletin Board is often more sporadic than the trading of securities listed on a quotation system like NASDAQ or a stock exchange like Amex. Accordingly, shareholders may have difficulty reselling any of their shares.

The Company's stock is a penny stock. Trading of the Company's stock may be restricted by the SEC's penny stock regulations and FINRA's sales practice requirements, which may limit a stockholder's ability to buy and sell the Company's stock.

The Company's stock is a penny stock. The Securities and Exchange Commission in the United States (the "SEC") has adopted Rule 15g-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. The Company's securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of $5,000,000 or individuals with a net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade the Company's securities. The Company believes that the penny stock rules discourage investor interest in, and limit the marketability of, its common stock.

In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the Financial Industry Regulatory Authority believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The Financial Industry Regulatory Authority requirements make it more difficult for broker-dealers to recommend that their customers buy the Company's common stock, which may limit your ability to buy and sell the Company's stock.

You will experience dilution or subordinated stockholder rights, privileges and preferences as a result of the

Company's financing efforts.

The Company must raise additional capital from external sources to carry out its business plan over the next two years. To do so, it may issue debt securities, equity securities or a combination of these securities; however, the Company may not be able to sell these securities, particularly under current market conditions. Even if the Company is successful in finding buyers for its securities, such buyers could demand high interest rates or require the Company to agree to onerous operating covenants, which could in turn harm its ability to operate its business by reducing its cash flow and restricting its operating activities. If the Company chooses to sell shares of its common stock, this will result in dilution to its existing stockholders. In addition, any shares of common stock it may issue may have rights, privileges and preferences superior to those of its current stockholders.

The Company does not intend to pay dividends and there will thus be fewer ways in which you are able to make a gain on your investment, if at all.

The Company has never paid dividends and does not intend to pay any dividends for the foreseeable future and it currently intends to retain future earnings, if any, to fund the development and growth of the business.. To the extent that the Company may require additional funding currently not provided for in its financing plan, its funding sources may prohibit the declaration of dividends. Because the Company does not intend to pay dividends, any gain on your investment will need to result from an appreciation in the price of its common stock. There will therefore be fewer ways in which you are able to make a gain on your investment, if at all. There is also no guarantee that your investment will appreciate.

Market Price of Common Shares.

The trading prices of CSE-listed companies and companies quoted on the OTC have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in Canada, North America and globally, and market perceptions of the attractiveness of particular industries. The trading price of the Common Shares is also likely to be significantly affected by changes from time to time in the Company's operating results, financial condition, liquidity and other internal factors.

No Market for Warrants.

There is currently no market through which the Warrants may be sold. Accordingly, the purchasers may not be able to resell the Warrants qualified under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation.

Holders of Special Warrants and Warrants Have no Rights as a Shareholder.

Until a holder of Special Warrants or Warrants acquires Unit Shares upon the conversion of the Special Warrants or Warrant Shares upon the due exercise of the Warrants, such holder will have no rights with respect to the Unit Shares underlying such Special Warrants or Warrant Shares underlying such Warrants. Upon due exercise of such Special Warrants or Warrants, such holder will be entitled to exercise the rights of a holder of Common Shares only as to matters for which the record date occurs after the exercise date.

The price of the Company Shares may be subject to fluctuation in the future based on market conditions.

The market prices for the securities of biotechnology companies, including the Company's, have historically been highly volatile. The market has from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of any particular company. In addition, because of the nature of the Company's business, certain factors, such as its announcements, competition from new therapeutic products or technological innovations, government regulations, fluctuations in operating results, results of clinical trials, public concern regarding the safety of drugs generally, general market conditions and developments in patent and proprietary rights, can have an adverse impact on the market price of the Company Shares. Any negative change in the public's perception of the Company's prospects could cause the price of the Company Shares to decrease dramatically.

Furthermore, any negative change in the public's perception of the prospects of biotechnology companies in general

or the market in general could depress share price regardless of the Company's results. Volatility or depression in the capital markets, particularly with respect to biotechnology stocks, could also affect the Company's ability to raise additional capital.

Risks Related to the Company's Intellectual Property

If the Company is unable to maintain and enforce its proprietary intellectual property rights, it may not be able to operate profitably.

The Company's commercial success will depend, in part, on obtaining and maintaining patent protection, trade secret protection and regulatory protection of its technologies and patents as well as successfully defending third-party challenges to such technologies and patents. The Company will be able to protect its technologies and patents from use by third parties only to the extent that valid and enforceable patents, trade secrets or regulatory protection cover them and it has exclusive rights to use them. The ability of the Company's licensors, collaborators and suppliers to maintain their patent rights against third-party challenges to their validity, scope or enforceability will also play an important role in determining its future.

In addition, the Company's commercial success will depend, in part, on maintaining patent rights it has licensed and plans to license in the future, related to products it may market in the future. Since the Company will not fully control the patent prosecution of any licensed patent applications, it is possible that its licensors will not devote the same resources or attention to the prosecution of the licensed patent applications as it would if the Company controlled the prosecution of the applications ourselves. Consequently, the resulting patent protection, if any, may not be as strong or comprehensive as it would be had the Company done so.

The patent positions of biopharmaceutical companies can be highly uncertain and involve complex legal and factual questions that include unresolved principles and issues. No consistent policy regarding the breadth of claims allowed regarding such companies' patents has emerged to date in the United States, and the patent situation outside the United States is even more uncertain. Changes in either the patent laws or in interpretations of patent laws in the United States or other countries may diminish the value of the Company's intellectual property. Accordingly, it cannot predict with any certainty the range of claims that may be allowed or enforced concerning its patents or third-party patents.

The Company also relies on trade secrets to protect its technologies, especially where it does not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. While the Company seeks to protect confidential information, in part, through confidentiality agreements with its consultants and scientific and other advisors, they may unintentionally or willfully disclose the Company's information to competitors. Enforcing a claim against a third party related to the illegal acquisition and use of trade secrets can be expensive and time consuming, and the outcome is often unpredictable. If the Company is not able to maintain patent or trade secret protection on its technologies and product candidates, then it may not be able to exclude competitors from developing or marketing competing products, and it may not be able to operate profitability.

If the Company is the subject of an intellectual property infringement claim, the cost of participating in any litigation could cause it to go out of business.

There has been, and the Company believes that there will continue to be, significant litigation and demands for licenses in its industry regarding patent and other intellectual property rights. Although the Company anticipates having a valid defense to any allegation that its current product candidates, production methods and other activities infringe the valid and enforceable intellectual property rights of any third parties, it cannot be certain that a third party will not challenge its position in the future. Other parties may own patent rights that it might infringe with its products or other activities, and the Company's competitors or other patent holders may assert that its products and the methods it employs are covered by their patents. These parties could bring claims against the Company that would cause it to incur substantial litigation expenses and, if successful, may require it to pay substantial damages. Some of the Company's potential competitors may be better able to sustain the costs of complex patent litigation, and depending on the circumstances, it could be forced to stop or delay research, development, manufacturing or sales activities. Any of these costs could cause the Company to go out of business.

The Company may in the future be required to license patent rights from third-party owners in order to develop its products candidates. If it cannot obtain those licenses or if third-party owners do not properly maintain or enforce

the patents underlying such licenses, the Company may not be able to market or sell its planned products.

The Company has licensed patent-protected technologies with certain parties and it may also license other intellectual property from other third parties, if it believes it is necessary or useful to use additional third-party intellectual property to develop its products. Typically, the Company would seek to negotiate and obtain any required third party licenses immediately following the completion of preliminary research to establish a concept and plan of development for a new product candidate. The Company will also be required to pay license fees, certain milestones or royalties or both to obtain such licenses, and there is no guarantee that such licenses will be available on acceptable terms, if at all. Even if the Company is able to successfully obtain a license, certain rights may be non- or co-exclusive, and this would give its competitors access to some of the intellectual property as it, which could ultimately prevent it from commercializing a product.

Upon obtaining a license, the Company's business prospects will depend, in part, on the ability of its licensors to obtain, maintain and enforce patent protection on its licensed intellectual property. The Company's licensors may terminate its license, may not pursue and successfully prosecute any potential patent infringement claim, may fail to maintain their patent applications, or may pursue any litigation less aggressively than the Company would. Without protection for the intellectual property that it licenses, other companies may be able to offer substantially similar products for sale, and the Company may not be able to market or sell its planned products or generate any revenues.

The Company's reliance on third parties requires it to share its trade secrets, which increases the possibility that a competitor will discover them.

Because the Company relies on third parties to conduct research and develop its products, the Company must share trade secrets with them. The Company seeks to protect its proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with its collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements typically restrict the ability of the Company's collaborators, advisors, employees and consultants to publish data potentially relating to its trade secrets. The Company's academic collaborators typically have rights to publish data, provided that the Company is notified in advance and may delay publication for a specified period of time in order to secure its intellectual property rights arising from the collaboration. In other cases, publication rights are controlled exclusively by the Company, although in some cases the Company may share these rights with other parties. The Company also conducts joint research and development programs which may require it to share trade secrets under the terms of research and development collaboration or similar agreements. Despite its efforts to protect its trade secrets, the Company's competitors may discover its trade secrets, either through breach of these agreements, independent development or publication of information including its trade secrets in cases where it does not have proprietary or otherwise protected rights at the time of publication. A competitor's discovery of the Company's trade secrets may impair its competitive position and could have a material adverse effect on the Company's business and financial condition

LEGAL MATTERS

Unless otherwise specified in a Prospectus Supplement, certain legal matters in connection with the Securities offered hereby will be passed upon by Alexander Holburn Beaudin + Lang LLP on behalf of the Company. In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of the offering by such underwriters, dealers or agents, as the case may be. As of the date hereof, the partners and associates of Alexander Holburn Beaudin + Lang LLP, as a group beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Company or any associated party or affiliate of the Company.

EXEMPTION UNDER SECURITIES LAWS

The Company has applied for an exemption pursuant to Section 11.1 of NI 44-102 requesting relief in the province of British Columbia from the requirement under Section 6.3(1)3 of NI 44-102 to include a prospectus certificate signed by each agent or underwriter who, with respect to the offering of Securities under this Prospectus, is in a contractual relationship with the Company to the extent that such party is not a registered dealer in any Canadian jurisdiction and is acting in its capacity as agent or underwriter solely outside of Canada (a "**Foreign Dealer**") with respect to an offering of securities to non-Canadian resident purchasers only, where there is no concurrent public offering of securities made in Canada or to residents of Canada (a "**Foreign Offering**"). The issuance of a receipt

for this Prospectus will evidence the granting of the requested relief in the province of British Columbia only with respect to this Prospectus and any Prospectus Supplement for a Foreign Offering. The application of the exemptive relief to a Foreign Offering will be subject to the following conditions being fulfilled: (i) there will be no distribution of securities under the applicable Prospectus Supplement to purchasers resident in Canada in connection with such Foreign Offering; (ii) there will be no solicitations or advertising activities undertaken in Canada in furtherance of the aforementioned distributions; (iii) neither the Company nor any person in a contractual relationship with the Company will engage in any underwriting activities in Canada in connection with such Foreign Offering which would trigger dealer or underwriter registration requirements under applicable Canadian securities laws; and (iv) distributions under such Foreign Offering will be completed in compliance with the applicable securities laws of the jurisdiction in which the purchasers are resident by or through a Foreign Dealer registered in such jurisdiction. No application for exemptive relief was sought in any other jurisdiction of Canada, as the Company is of the position that there would be no distribution of Securities for purposes of applicable securities laws in those other jurisdictions in connection with a Foreign Offering. Accordingly, such Foreign Dealer would not, directly or indirectly, make any offers or sales to persons in a province or territory in Canada. All sales of Securities pursuant to any Prospectus Supplement under this Prospectus to persons in a province or territory of Canada would solely be made through other agents or underwriters that are duly registered in the applicable Canadian jurisdictions where any offer of Securities will be made (the "**Canadian Dealers**"); and the Prospectus Supplement would include a certificate signed by each Canadian Dealer in compliance with Section 6.3(1)3 of NI 44-102.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are MNP LLP, Chartered Professional Accountants, Montreal, Quebec. MNP LLP is independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

National Securities Administrators Ltd., at its principal offices in Vancouver, British Columbia is the transfer agent and registrar for the Common Shares, the special warrant agent for the Special Warrants and the warrant agent for the Warrants.

PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of 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. However, purchasers of securities under an at-the-market distribution by BetterLife do not have the right to withdraw from an agreement to purchase the securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the Prospectus, Prospectus Supplement, and any amendment relating to securities purchased by such purchaser because the Prospectus, Prospectus Supplement, and any amendment relating to the securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of National Instrument 44-102. Any remedies under securities legislation that a purchaser of securities distributed under an at-the-market distribution by BetterLife may have against BetterLife or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the Prospectus, Prospectus Supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the Prospectus referred to above.

Original purchasers of Debt Securities, Preferred Shares, Subscription Receipts or Warrants (or Units comprised partly thereof) that are convertible or exchangeable into other securities of the Company will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such securities. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the securities acquired upon conversion, exchange or exercise of such Securities, the amount paid for such Securities and any additional amount paid upon conversion, exchange or exercise of such Securities, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within one

hundred eighty (180) days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus; and (ii) the right of rescission is exercised within one hundred eighty (180) days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus. Original purchasers are further cautioned that in certain provinces and territories the statutory right of action for damages for a misrepresentation contained in a prospectus is limited to the price at which the convertible, exchangeable or exercisable security is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights, or consult with a legal adviser.

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CERTIFICATE OF BETTERLIFE PHARMA INC.

Dated: April 26, 2021

This short form base shelf prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"Ahmad Doroudian"	***"Moira Ong"***
Ahmad Doroudian	Moira Ong
Chief Executive Officer	Chief Financial Officer

On behalf of the Board of Directors

"Robert Metcalfe"	***"Ralph Anthony Pullen"***
Robert Metcalfe	Ralph Anthony Pullen
Director	Director

CERTIFICATE OF PROMOTER

Dated: April 26, 2021

This short form base shelf prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"Ahmad Doroudian"
Ahmad Doroudian