MERCURY CAPITAL II LIMITED

FILING STATEMENT

IN RESPECT OF THE AMALGAMATION PURSUANT TO WHICH MERCURY CAPITAL II LIMITED WILL ACQUIRE ALL OF THE OUTSTANDING EQUITY SECURITIES OF REVIVE THERAPEUTICS INC. IN EXCHANGE FOR EQUITY SECURITIES OF MERCURY CAPITAL II LIMITED

Dated as of November 26, 2013

All information contained in this Filing Statement with respect to Mercury Capital II Limited ("Mercury") was supplied by Mercury for inclusion herein.

All information contained in this Filing Statement with respect to Revive Therapeutics Inc. ("Revive") was supplied by Revive for inclusion herein.

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the qualifying transaction described in this filing statement.

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APPENDICES

FORWARD-LOOKING STATEMENTS

The information provided in this filing statement (the "**Filing Statement**"), including information incorporated by reference, may contain "forward-looking statements" about Mercury, Revive and/or Mercury (the "**Resulting Issuer**") following the completion of the qualifying transaction described herein. In addition, Mercury, Revive and/or the Resulting Issuer may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of Mercury, Revive and/or the Resulting Issuer that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by Mercury, Revive and/or the Resulting Issuer that address activities, events or developments that Mercury, Revive and/or the Resulting Issuer expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments.

Forward-looking information included in this Filing Statement is based in part, on assumptions that may change, thus causing actual future results or anticipated events to differ materially from those expressed or implied in any forward-looking information. Such assumptions include that: the proposed Qualifying Transaction will be completed as contemplated; the Resulting Issuer will achieve, sustain or increase profitability, and will be able to fund its operations with existing capital, and/or it will be able to raise additional capital to fund operations; the Resulting Issuer will be able to attract and retain key personnel; the Resulting Issuer will be able to acquire any necessary technology or businesses and effectively integrate such acquisitions; the Resulting Issuer will be successful in developing and clinically testing products under development; the analytical performance and long term robustness of REV-001 and REV-002 is appropriate for unmet medical needs, such as sleep apnea, gout and various rare diseases; the Resulting Issuer will be successful in obtaining all necessary approvals for commercialization of its products from the relevant regulatory authorities and third parties; the results of continuing and future safety and efficacy studies by industry and government agencies relating to the Resulting Issuer's products will be favourable; the Resulting Issuer's products will not be adversely impacted by competitive products and pricing; raw materials and finished products necessary for the Resulting Issuer's products will continue to be available; the Resulting Issuer

will be able to maintain and enforce the protection afforded by any patents or other intellectual property rights; the Resulting Issuer products will be successfully licensed to third parties to market and distribute such products on favourable terms; the Resulting Issuer's key strategic alliances, out licensing and partnering arrangements, now and in the future, will remain in place and in force; the general regulatory environment will not change in a manner adverse to the business of the Resulting Issuer; the tax treatment of the Resulting Issuer and its subsidiaries will remain constant and the Resulting Issuer will not become subject to any material legal proceedings. Mercury, Revive and/or the Resulting Issuer caution that the foregoing list of assumptions is not exhaustive.

These statements speak only as of the date they are made and are based on information currently available and on the then current expectations of Mercury, Revive and/or the Resulting Issuer and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to (i) critical illness or death of the principals of the Resulting Issuer, and (ii) other risks described in this Filing Statement and described from time to time in documents filed by Mercury, Revive and the Resulting Issuer with Canadian securities regulatory authorities.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Mercury, Revive and/or the Resulting Issuer to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Actual results, performance or achievement could differ materially from that expressed in, or implied by, any forward-looking information in this Filing Statement, and, accordingly, investors should not place undue reliance on any such forward-looking information. Certain factors that may affect the future results, performance or achievements of Mercury, Revive and/or the Resulting Issuer are summarized under the heading "Risk Factors" in this Filing Statement.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this Filing Statement. These factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this Filing Statement. All subsequent forward-looking information attributable to Mercury, the Resulting Issuer or Revive herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. Mercury, the Resulting Issuer and Revive do not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Filing Statement or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

DEFINITIONS

The following is a glossary of certain definitions used in this Filing Statement. Terms and abbreviations used in the financial statements of Mercury, Revive and the Resulting Issuer in the appendices to this Filing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

"**Affiliate**" means a Company that is affiliated with another Company as described below. A Company is an Affiliate of another Company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A Company is "controlled" by a Person if (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company. A Person beneficially owns securities that are beneficially owned by (a) a Company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"**Agent**" means Hampton Securities Limited.

"**Amalgamated Corporation**" means the corporation that will continue following completion of the Amalgamation between Revive and the Amalgamation Entity.

"**Amalgamation**" means the amalgamation under the provisions of Section 174 of the OBCA, on the terms and subject to the conditions set out in Articles of Amalgamation, subject to any amendments or variations thereto made in accordance with the Amalgamation Agreement.

"**Amalgamation Agreement**" means the amalgamation agreement for the Amalgamation by and between Mercury, Revive and the Amalgamation Entity, as may be amended, supplemented and/or restated in accordance therewith.

"**Amalgamation Entity**" means Mercury Capital III Limited, a corporation incorporated under the OBCA, a wholly owned subsidiary of Mercury, which will amalgamate with Revive pursuant to the Amalgamation.

"**Arm's Length Transaction**" means a transaction which is not a Related Party Transaction.

"**Associate**" when used to indicate a relationship with a person or company, means (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer, (b) any partner of the person or company, (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity, (d) in the case of a person, a relative of that person, including (i) that person's spouse or child, or (ii) any relative of the person or of his spouse who has the same residence as that person; but (e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

"**Available Funds**" means the funds that will be available to the Resulting Issuer on completion of the Amalgamation.

"**Broker Warrants**" means up to 400,000 common share purchase warrants of Revive issuable in connection with the Private Placement, with each warrant entitling the holder to purchase one Revive Share at a price of $0.30 per share for a period of 12 months from the date of issue.

"**Business Day**" means any day other than a Saturday, Sunday or a statutory or civic holiday in the City of Toronto, Ontario.

"**Certificate of Amalgamation**" means the certificate of amalgamation in respect of the Amalgamation issued by the director appointed pursuant to Section 178(4) of the OBCA.

"**Change of Business**" or "**COB**" means a transaction or series of transactions which will redirect an Issuer's resources and which changes the nature of its business, for example, through the acquisition of an interest in another business which represents a material amount of the issuer's market value, assets or operations, or which becomes the principal enterprise of the issuer.

"**Change of Control**" includes situations where after giving effect to the contemplated transaction and as a result of such transaction (a) any one Person holds a sufficient number of the voting shares of the Issuer or Resulting Issuer to affect materially the control of the Issuer or Resulting Issuer, or (b) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding hold in total a sufficient number of the voting shares of the Issuer or Resulting Issuer to affect materially the control of the Issuer or Resulting Issuer; where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of the Issuer or Resulting Issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold more than 20% of the voting shares of the Issuer or Resulting Issuer is deemed to materially affect the control of the Issuer or Resulting Issuer.

"**Company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Completion of the Qualifying Transaction**" means the date the Final Exchange Bulletin is issued by the Exchange.

"**Computershare**" means Computershare Investor Services Inc., the transfer agent of Mercury for the Mercury Shares.

"**Control Person**" means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

"**CPC**" means a corporation (a) that has been incorporated or organized in a jurisdiction in Canada, (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with Policy 2.4, and (c) in regard to which the Completion of the Qualifying Transaction has not yet occurred.

"**CPC Escrow Shares**" means those Resulting Issuer Shares to be held in escrow pursuant to Section 11 of Policy 2.4 and released in accordance with the applicable provisions.

"**CPC Escrow Agreement**" means the escrow agreement dated May 22, 2013 among Mercury, Computershare and certain shareholders of Mercury which provides that all of the 666,665 Mercury Shares issued prior to the Mercury IPO, at a price of $0.15 per Mercury Share, are subject to escrow.

"**Effective Date**" means the date shown in the Certificate of Amalgamation.

"**Engagement Letter**" means the letter dated July 30, 2013 between Revive, Mercury and the Agent in connection with the Private Placement.

"**Exchange**" means the TSX Venture Exchange Inc.

"**FDA**" means the United States Food and Drug Administration.

"**Filing Statement**" means this filing statement, together with all appendices attached hereto and including the summary hereof.

"**Final Exchange Bulletin**" means the Exchange Bulletin which is issued following the closing of the Amalgamation and the submission of all documentation required by the Exchange and that evidences the final Exchange acceptance of the Amalgamation as Mercury's Qualifying Transaction.

"**GAAP**" means generally accepted accounting principles.

"**IFRS**" means international financial reporting standards.

"**Insider**" if used in relation to an issuer, means (a) a director or senior officer of the issuer; (b) a director or senior officer of the Company that is an Insider or subsidiary of the issuer; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or (d) the issuer itself if it holds any of its own securities.

"**Letter Agreement**" means the letter of intent dated July 18, 2013 between Mercury and Revive in respect of the Amalgamation.

"**MD&A**" means management discussion and analysis.

"**Member**" means a person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

"**Members' Agreement**" means the members' agreement among the Exchange and each person who, from time to time, is accepted as and becomes a member of the Exchange.

"**Mercury**" means Mercury Capital II Limited, a corporation incorporated under the OBCA.

"**Mercury Broker Warrants**" means the non-transferable common share purchase warrants exercisable for up to 118,540 Mercury Shares issued to the Agent in connection with the closing of the Mercury IPO.

"**Mercury IPO**" means the initial public offering of Mercury which closed on July 9, 2013, whereby it sold 1,185,400 Mercury Shares at a price of $0.30 per share and raised gross proceeds of $355,620.

"**Mercury Options**" means the non-transferable incentive stock options to purchase 185,206 Mercury Shares granted to the directors of Mercury upon completion of the Mercury IPO.

"**Mercury Option Plan**" means the Mercury incentive stock option plan which provides that the board of directors of Mercury may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, employees and consultants to Mercury non-transferable options to purchase Mercury Shares.

"**Mercury Shareholders**" means the registered holders of the Mercury Shares.

"**Mercury Shares**" means the common shares in the capital of Mercury of which 1,852,065 are issued and outstanding as at the date hereof.

"**Non-Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

"**Non-Arm's Length Qualifying Transaction**" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

"**Numedicus**" means Numedicus Limited, the licensor under the REV-001 Agreements.

"**OBCA**" means the *Business Corporations Act* (Ontario) as amended, including the regulations promulgated thereunder.

"**Person**" means a Company or individual.

"**Policy 2.4**" means Exchange Policy 2.4 – *Capital Pool Companies*.

"**Post-Approval Documents**" mean the documents prescribed as such in Exchange Policy 5.2 – *Changes of Business and Reverse Take-Overs*.

"**Private Placement**" means the brokered private placement offering by Revive, through the Agent, of Subscription Receipts at a price of $0.30 per Subscription Receipt, of a minimum of 3,700,000 Subscription Receipts for aggregate gross proceeds of a minimum of $1,110,000 (the "**Minimum Offering**") and a maximum of 5,000,000 Subscription Receipts for aggregate gross proceeds of a maximum of $1,500,000 (the "**Maximum Offering**").

"**Promoter**" means (a) a person or company who, acting alone or in conjunction with one or more other persons, companies or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer, or (b) a person or company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, 10 per cent or more of any class of securities of the issuer or 10 per cent or more of the proceeds from the sale of any class of securities of a particular issue, but a person or company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter with the meaning of this definition if such person or company does not otherwise take part in founding, organizing, or substantially reorganizing the business.

"**Qualifying Transaction**" means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means.

"**REV-001**" has the meaning ascribed to such term in "*Information Concerning Revive - General Development of the Business - History*".

"**REV-001 Agreements**" means the two patent licence agreements dated October 15, 2013 between Revive and Numedicus related to Patent Document PCT/GB2012/050831 and Patent Document PCT/GB2013/051213.

"**REV-002**" has the meaning ascribed to such term in "*Information Concerning Revive - General Development of the Business - History*".

"**REV-002 Agreement**" means the patent assignment agreement dated June 17, 2013 between Revive and Xenexus which replaced and superseded a patent licence agreement dated April 3, 2013 between Revive and Xenexus.

"**Revive**" means Revive Therapeutics Inc., a corporation incorporated under the OBCA.

"**Revive Shares**" means the common shares in the capital of Mercury of which 12,933,330 are issued and outstanding as at the date hereof.

"**Revive Shareholders**" means the registered holders of the Revive Shares.

"**Related Party Transaction**" has the meaning ascribed to that term under Appendix 5B – OSC Rule 61-501, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.

"**Resulting Issuer**" means Mercury after giving effect to the Amalgamation.

"**Resulting Issuer Shares**" means the common shares of Mercury after giving effect to the Amalgamation.

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.

"**Subscription Receipts**" means the subscription receipts issued by Revive pursuant to the Private Placement, at a price of $0.30 per Subscription Receipt with each Subscription Receipt entitling the holder thereof to acquire one Revive Share, subject to certain conditions being met, provided that if the conditions are not satisfied on or before December 31, 2013, the Subscription Receipts will be cancelled and all proceeds from the sale of such subscription receipts shall be returned to the subscribers thereof.

"**United States**" means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

"**Xenexus**" means Xenexus Pharmaceuticals Pty. Ltd., the original licensor under the REV-002 Agreement.

EXCHANGE RATE INFORMATION

In this Filing Statement, all references to "$" refer to Canadian dollars, all references to "£" refer to British pounds and all references to "US$" refer to United States dollars. The nominal noon exchange rate on November 25, 2013 as reported by the Bank of Canada for the conversion of British pounds into Canadian dollars was £1.00 which equals $1.7039, and for the conversion of United States dollars into Canadian dollars was US$1.00 which equals $1.0554.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to Mercury, Revive and the Resulting Issuer (assuming completion of the Amalgamation) and is qualified in its entirety by the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Reference is made to the Glossary of Terms for the definitions of certain abbreviations and terms used in this Filing Statement and in this summary.

This Filing Statement is being prepared in accordance with Policy 2.4 and Exchange Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction* in connection with the Amalgamation.

The Amalgamation will constitute Mercury's Qualifying Transaction.

The Companies

Mercury Capital II Limited

Mercury was incorporated pursuant to the provisions of the OBCA on March 27, 2012 and completed its initial public offering as a CPC on July 9, 2013. The Mercury Shares are listed on the Exchange under the trading symbol "MFF.P". On July 18, 2013 trading of the Mercury Shares was halted and on July 18, 2013 Mercury issued a press release announcing the Amalgamation. The Mercury Shares remain halted as of the date of this Filing Statement.

As a CPC, Mercury business has been to identify and evaluate opportunities for the acquisition of an interest in one or more assets or businesses with a view to completing a Qualifying Transaction and Mercury will not carry on any other business prior to such completion.

As of the close of trading on July 15, 2013, the last day a trade of Mercury was made prior to the date trading was halted due to the announcement of the Amalgamation, the price per Mercury Share was $0.40.

Revive Therapeutics Inc.

Revive was incorporated pursuant to the provisions of the OBCA on August 7, 2012.

Revive is focused on acquiring, developing and commercializing treatments for major market opportunities such as sleep apnea, gout and rare diseases. Revive aims to rapidly bring drugs to market by finding new uses for old drugs, also known as drug repurposing, and improving the therapeutic performance of existing drugs for underserved medical needs.

Revive is not a reporting issuer in any jurisdiction and its common shares are not listed or posted for trading on any stock exchange. No public market exists for the Revive Shares. Revive has no subsidiaries or affiliates.

The Amalgamation

Pursuant to the Letter Agreement, Mercury and Revive agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation.

The amalgamation effectively provides for the acquisition of all of the outstanding equity interests of Revive by Mercury, indirectly through the Amalgamation Entity (a wholly owned Ontario incorporated subsidiary of Mercury) in a transaction in which Revive Shareholders will receive Mercury Shares and, if applicable, convertible securities of Mercury. As a result of the amalgamation of Amalgamation Entity and Revive, Mercury will become the sole beneficial owner of all of the outstanding shares of Amalgamated Corporation.

Pursuant to the Amalgamation Agreement between Mercury, Revive and the Amalgamated Entity, upon completion of the Amalgamation every one (1) Revive Share held by Revive Shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) Resulting Issuer Share.

In the event the Minimum Offering is achieved, the Amalgamation will result in Mercury issuing an aggregate of 16,633,330 Resulting Issuer Shares to the Revive Shareholders (including an aggregate of 3,700,000 Resulting

Issuer Shares to purchasers in connection with the Private Placement). Following completion of the Amalgamation, 18,485,395 Resulting Issuer Shares will be outstanding, without giving effect to (i) options to purchase 185,206 Resulting Issuer Shares pursuant to the Mercury Options, (ii) broker warrants to purchase 118,540 Resulting Issuer Shares pursuant to the Mercury Broker's Warrants, and (iii) broker warrants to purchase 296,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement. The former Revive Shareholders will own approximately 70.0% of the Resulting Issuer Shares, current Mercury Shareholders will hold approximately 10.0% of the Resulting Issuer Shares and purchasers under the Private Placement will hold approximately 20.0% of the Resulting Issuer Shares.

In the event the Maximum Offering is achieved, the Amalgamation will result in Mercury issuing an aggregate of 17,933,330 Resulting Issuer Shares to the Revive Shareholders (including an aggregate of 5,000,000 Resulting Issuer Shares to purchasers in connection with the Private Placement). Following completion of the Amalgamation, 19,785,395 Resulting Issuer Shares will be outstanding, without giving effect to (i) options to purchase 185,206 Resulting Issuer Shares pursuant to the Mercury Options, (ii) broker warrants to purchase 118,540 Resulting Issuer Shares pursuant to the Mercury Broker's Warrants, and (iii) broker warrants to purchase 400,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement. The former Revive Shareholders will own approximately 65.4% of the Resulting Issuer Shares, current Mercury Shareholders will hold approximately 9.4% of the Resulting Issuer Shares and purchasers under the Private Placement will hold approximately 25.3% of the Resulting Issuer Shares.

Accordingly, the Amalgamation will constitute a reverse takeover of Mercury, as defined by Exchange Policy 5.2 – *Changes of Business and Reverse Take-Overs*. Completion of the Amalgamation is conditional upon all necessary regulatory approvals, including the approval of the Exchange, and other conditions which are typical for a business combination transaction of this type.

Conditional Approval of Exchange

Mercury has received conditional approval from the Exchange for the Amalgamation to constitute Mercury's Qualifying Transaction, subject to the Mercury fulfilling all the requirements of the Exchange.

The Exchange has exempted the Amalgamation from the Exchange's sponsorship requirements on the basis set out in section 3.4(a)(ii) of Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

Arm's Length Qualifying Transaction

The Amalgamation is not a non-arm's length qualifying transaction ("**Non-Arm's Length Qualifying Transaction**") under the policies of the Exchange and is not a related party transaction. As a result, a meeting of Mercury Shareholders is not required as a condition to the completion of the Amalgamation.

Private Placement

In conjunction with the Amalgamation, Revive is completing the Private Placement, which consists of a brokered private placement, through the Agent, of a minimum of 3,700,000 Subscription Receipts and a maximum of 5,000,000 Subscription Receipts at a price of $0.30 per Subscription Receipt, for aggregate gross proceeds of up to $1,500,000.

Each Subscription Receipt issued in connection with the Private Placement entitles the holder to acquire one Revive Share just prior to the Amalgamation, provided that if certain release conditions are not satisfied on or before December 31, 2013, the Subscription Receipts will be cancelled and all proceeds from the sale of such subscription receipts shall be returned to the subscriber thereof.

Pursuant to the Amalgamation each one (1) Revive Share issued pursuant to the Subscription Receipts will be exchanged for one (1) Resulting Issuer Share pursuant to the terms of the Amalgamation Agreement.

In connection with the Private Placement and pursuant to the Engagement Letter, the Agent is entitled to a cash commission equal to 8% of the aggregate gross proceeds raised and Broker Warrants equal to 8% of the number of Subscription Receipts issued.

Resulting Issuer

The board of directors of Mercury is currently comprised of Robbie Grossman, Anton Konovalov, Carlo Sansalone, Dr. Reiza Rayman, Scott Johnson and Thomas Sears. The board of directors of the Resulting Issuer is expected to be comprised of the following four (4) persons: Fabio Chianelli, Craig Leon, Carlo Sansalone and William Jackson.

The management team of the Resulting Issuer is expected to be comprised of the following individuals: Fabio Chianelli (Chief Executive Officer), Carmelo Marrelli (Chief Financial Officer), Bev Incledon (Vice-President of Research and Development) and Robbie Grossman (Corporate Secretary).

Insiders of Mercury

The interest of the Insiders of Mercury before and after the Amalgamation is as follows:

		Number and Percentage of Resulting Issuer Shares upon completion of the Private Placement and Amalgamation[(1)]	
Insider, Promoter or Control Person (including Associates and Affiliates)	**Number and Percentage of Mercury Shares prior to the Private Placement and Amalgamation[(1)]**	**(Assuming completion of the Minimum Offering)**	**(Assuming completion of the Maximum Offering)**
Robbie Grossman	33,333 (1.80%)	33,333 (0.18%)	33,333 (0.17%)
Anton Konovalov	100,000 (5.40%)	100,000 (0.54%)	100,000 (0.51%)
Carlo Sansalone	233,333 (12.60%)	1,066,666 (5.78%)	1,066,666 (5.39%)
Dr. Reiza Rayman	33,333 (1.80%)	33,333 (0.18%)	33,333 (0.17%)
Scott Johnson	233,333 (12.60%)	233,333 (1.26%)	233,333 (1.18%)
Thomas Sears	33,333 (1.80%)	33,333 (0.18%)	33,333 (0.17%)

Notes:
(1) On a non-diluted basis.

Selected Pro Forma Consolidated Financial Information

The following table contains certain financial information regarding the Resulting Issuer once the Amalgamation and the Private Placement has occurred. This table should be read in conjunction with the unaudited pro forma consolidated balance sheet of the Resulting Issuer included in this Filing Statement as Appendix F.

Pro Forma Consolidated Balance Sheet

	Unaudited Pro Forma Balance Sheet
Total assets	$1,973,185
Total long and short term liabilities	$36,351
Cash dividends declared	$Nil

Available Funds and Principal Purposes

Upon completion of the Amalgamation and the receipt of the proceeds to be raised from the Private Placement, the Resulting Issuer is expected to have approximately $1,914,034, in the event the Minimum Offering is achieved, and $2,272,834 in the event the Maximum Offering is achieved, in initial pro forma working capital. The principal purposes of those funds, after giving effect to the Amalgamation, will be used to complete research and development, and clinical trials on REV-001 and REV-002. For additional information, see "*Information Concerning the Resulting Issuer - Available Funds and Principal Purposes*".

Conflicts of Interest

Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon the closing of the Amalgamation are also directors, officers and/or promoters of other reporting and non-reporting issuers. To the knowledge of the directors and officers of Mercury and Revive, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers upon completion of the Amalgamation, as of the date of this Filing Statement.

Summary of Risk Factors

AN INVESTMENT IN SECURITIES OF MERCURY AND, FOLLOWING THE COMPLETION OF THE AMALGAMATION, THE RESULTING ISSUER, IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY INVESTORS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

There are risks inherent with completion of the proposed Qualifying Transaction and the business of the Resulting Issuer including risks related to cash flow and liquidity, the ongoing need for financing, a volatile stock price, Mercury's inability to complete the proposed Qualifying Transaction, Revive's inability to source sufficient funds to meet its development objectives and the ability to successfully develop and obtain regulatory approval and secure distribution and marketing partners for its products, risks related to the enforceability and the protection afforded by any patents or other intellectual property rights, risks related to regulators delays, risks related to integrating Mercury and Revive, fluctuations of key indicators such as exchange rates, and competition of key personnel. See discussion under "*Information Concerning the Resulting Issuer - Risk Factors*".

PART I - INFORMATION CONCERNING MERCURY

Corporate Structure

Name and Incorporation

Mercury was incorporated under the name "Mercury Capital II Limited" pursuant to the OBCA on March 27, 2012. Mercury is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario. The Mercury Shares are listed and posted for trading on the Exchange under the trading symbol "MFF.P".

Mercury's registered and head office is located at 801 – 1 Adelaide Street East, Toronto, Ontario, M5C 2V9.

General Development of the Business

History

Mercury's business is focused on identifying and evaluating businesses and assets with a view to completing a Qualifying Transaction. To date, Mercury has not commenced commercial operations and has no assets other than cash, cash equivalents and accrued receivables.

In March 2013, Mercury issued 666,665 Mercury Shares to its officers and directors at a price of $0.15 per share for gross proceeds of $100,000. Accordingly, 666,665 Mercury Shares were placed in escrow in accordance with the policies of the Exchange and the CPC Escrow Agreement. On July 9, 2013, Mercury completed the Mercury IPO and on July 12, 2013 the Mercury Shares were listed for trading on the Exchange under the symbol "MFF.P".

Mercury is a CPC pursuant to the policies of the Exchange and to date has not carried on any operations. The principal business of Mercury has been to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction whereby it acquires Significant Assets other than cash, by way of purchase, merger or arrangement with another company or by other means and once identified and evaluated, to negotiate an acquisition or participation subject to acceptance for filing by the Exchange. Mercury does not have business operations or assets other than cash, and currently has no written or oral agreements in principle for the acquisition of an asset or business other than the Letter Agreement.

Financing

See *"The Amalgamation – Private Placement"*.

Selected Consolidated Financial Information and Management's Discussion and Analysis

Information from Inception

A summary of selected financial information for the financial years ended March 31, 2012 and 2013, and for the three month period ended June 30, 2013, is as follows:

	Three months ended June 30, 2013	**Year ended March 31, 2013**	**Period ended March 31, 2012**
Total Expenses	$3,185	$5,500	$2,163
Amounts deferred in connection with the Amalgamation	$Nil	$Nil	$Nil

For the financial year ended March 31, 2013, Mercury reported no discontinued operations and declared no cash dividends.

A copy of the financial statements of Mercury for the year ended March 31, 2013 and for the period from March 27, 2012 (date of incorporation) to March 31, 2012, and for the three month period ended June 30, 2013, are included in Appendix A to this Filing Statement.

Management's Discussion and Analysis

Mercury's MD&A for the three month period ended June 30, 2013 is included in Appendix B to this Filing Statement.

Description of Securities

Common Shares

Mercury is authorized to issue an unlimited number of common shares without par value (previously defined as the "**Mercury Shares**"). As at the date hereof, 1,852,065 Mercury Shares are issued and outstanding and a further 303,656 Mercury Shares are reserved for issuance pursuant to the Mercury Options and Mercury Broker's Warrants. Each Mercury Share ranks equally with all other common shares with respect to distribution of assets upon dissolution, liquidation or winding-up of Mercury and payment of dividends. The holders of Mercury Shares are entitled to one vote for each share on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the directors of Mercury. The holders of Mercury Shares have no pre emptive or conversion rights. The rights attaching to the Mercury Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

Stock Option Plan and Options Granted

Mercury has an incentive stock option plan (previously defined as the "**Mercury Option Plan**") that provides that the board of directors of Mercury may from time to time, in its discretion and in accordance with Exchange requirements, grant to directors, officers and employees of the Corporation as well as Management Company Employees and Consultants (as such terms are defined in the Exchange's Corporate Finance Manual Policy 4.4 as amended from time to time), non-transferable options to purchase Mercury Shares, provided that the number of Mercury Shares reserved for issuance will not exceed 10% of the total issued and outstanding Mercury Shares, exercisable for a period of up to ten (10) years from the date of the grant. The number of Mercury Shares reserved for issuance to any individual director or officer of Mercury will not exceed 5% of the issued and outstanding Mercury Shares (2% in the case of all optionees providing investor relations services to Mercury and 2% in the case of all Consultants of Mercury in any 12 month period). The exercise price of any option granted pursuant to the Mercury Option Plan shall be determined by the board of directors when granted, but shall not be less than the Discounted Market Price (as such term is defined by the Exchange). Notwithstanding the foregoing, until Completion of the Qualifying Transaction the exercise price shall not be less than the greater of $0.30 and the Discounted Market Price. The options granted pursuant to the Mercury Option Plan are non-transferable, except by means of a will or pursuant to the laws of descent and distribution.

If the tenure of a director or officer or the employment of an employee of Mercury is terminated for cause, no option held by such optionee may be exercised following the date upon which termination occurred. If termination occurs for any reason other than cause, then any option held by such optionee, shall be exercisable, in whole or in part, for a period not later than one (1) year thereafter or prior to the expiry date of the option, whichever is sooner, or such shorter period of time as may be determined by the directors when the option is granted.

Any Mercury Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

As of the date hereof, options to acquire 185,206 Mercury Shares are outstanding, as follows:

Name of Optionee	Number of Mercury Shares Reserved Under Option	Exercise Price	Expiry Date
Thomas Sears	25,558	$0.30	July 9, 2023
Robbie Grossman	25,558	$0.30	July 9, 2023
Dr. Reiza Rayman	25,558	$0.30	July 9, 2023
Anton Konovalov	27,782	$0.30	July 9, 2023

Carlo Sansalone	40,375	$0.30	July 9, 2023
Scott Johnson	40,375	$0.30	July 9, 2023

Prior Sales

Since the date of incorporation (March 27, 2012) of Mercury, 1,852,065 Mercury Shares have been issued as follows:

Date Issued	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Nature of Consideration
March 19, 2013	666,665[(1)]	$0.15	$100,000	Cash
July 9, 2013	1,185,400[(2)]	$0.30	$355,620	Cash
	1,852,065		**$455,620.00**	

Notes:
(1) Placed in escrow in accordance with the polices of the Exchange and the CPC Escrow Agreement. See "Information Concerning the Resulting Issuer - Escrowed Securities".
(2) Issued in connection with the Mercury IPO.

Stock Exchange Price

The Mercury Shares have been listed and posted for trading on the Exchange since July 12, 2013. The following table sets out trading information for the Mercury Shares for the periods indicated as reported by the Exchange.

Period	High	Low	Trading Volume
July 12, 2013 to July 18, 2013[(1)]	$0.40	$0.30	28,500

Notes:
(1) The Mercury Shares were halted from trading on July 18, 2013 pending the announcement of the Amalgamation.

Non-Arm's Length Qualifying Transaction

The Amalgamation, if completed, will not be a Non-Arm's Length Qualifying Transaction.

Legal Proceedings

There are no legal proceedings to which Mercury is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of Mercury, there are no such proceedings contemplated.

Auditor, Transfer Agents and Registrars

Auditor

The auditors of Mercury are MNP LLP, 701 Evans Avenue, Toronto, Ontario, M9C 1A3.

Transfer Agent and Registrar

Mercury's transfer agent and registrar is Computershare, at its Vancouver, British Columbia office located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

Material Contracts

Mercury has not entered into any material contracts, except in the ordinary course, other than:

(a) CPC Escrow Agreement (see "*Information Concerning the Resulting Issuer - Escrowed Securities*").

(b) Agency Agreement dated the 22nd day of May, 2013, between Mercury and the Agent in connection with the Mercury IPO.

(c) Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated the 22nd day of May, 2013, between Mercury and Computershare.

(d) Letter Agreement.

(e) Engagement Letter.

(f) Amalgamation Agreement.

A copy of the foregoing agreements will be available for inspection at the offices of McMillan LLP, Brookfield Place, Suite 4400, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, at any time during ordinary business hours until the completion of the Amalgamation and for a period of 30 days thereafter.

PART II - INFORMATION CONCERNING REVIVE

Corporate Structure

Name and Incorporation

Revive was incorporated on August 7, 2012 pursuant to the OBCA under the name "Revive Therapeutics Inc.". Revive is not a reporting issuer in any jurisdiction, and the Revive Shares are not listed or posted for trading on any stock exchange.

Revive has its registered and head office located at 5 Director Court, Suite 105, Vaughan, Ontario, L4L 4S5.

Intercorporate Relationships

Revive has no subsidiaries.

General Development of the Business

History

Founded in 2012, Revive is a private Ontario company focusing on acquiring, developing and commercializing drugs for underserved medical needs, with the aim to rapidly bring drugs to market by finding new uses for old drugs, a practice commonly known as drug repurposing, and improving the therapeutic performance of existing drugs. The concept of drug repurposing can have a number of advantages as compared to new drug development such as reduced time-to-market and reduced development cost.

From inception, Revive has been focusing on the licensing, acquisition and development of novel drug repurposing candidates in the medical areas of opioid-induced respiratory depression and sleep apnea ("**REV-001**") and gout ("**REV-002**"). Revive is currently focused on advancing the development for REV-001 and REV-002. Between October 2012 and January 2013, Revive successfully completed a number of animal studies of REV-001 at the University College London, United Kingdom. The animal studies for REV-002 were conducted by Xenexus.

Revive and Numedicus entered into the REV-001 Agreements, whereby Revive acquired the rights to commercially exploit the patent applications with respect to respiratory depression and derivative formulations of tianeptine. Pursuant to the REV-001 Agreements Revive paid an upfront license fee and is required to pay royalties based on a percentage of net sales upon the first commercial sale, or, in the event Revive sublicenses its patents, a royalty based on a percentage of revenue earned. Additionally, Revive is required to make milestone payments to Numedicus at various stages of development. There is an annual license fee for each of the REV-001 Agreements. Additionally, where a milestone payment is payable in relation to a grant of a sub-license matches the milestones described above, Revive shall be entitled to off-set the milestone payments. To date, no milestone payments or royalties have been incurred or paid to Numedicus.

Revive and Xenexus entered into the REV-002 Agreement, whereby Revive acquired the rights to commercially exploit the patent application with respect to the use of Bucillamine, a rheumatoid arthritis drug for the treatment of gout. Revive paid a one-time fee for the patent license and a subsequent fee for the patent assignment. The REV-002 Agreement requires Revive to pay a certain percent for any upfront payment and milestone payment received by Revive from a sub-licensee. To date, no milestone payments have been incurred or paid to Xenexus.

Revive actively seeks in-licensing, acquisition or partnering opportunities from industry and academia. Revive is currently evaluating, but not limited to, a number of drug repurposing candidates and novel formulations to add to its product development pipeline. Revive's current business focuses on finding new uses of old drugs through drug repurposing with the objective of finding an appropriate partner or partners to bring the new drug to the marketplace.

Significant Acquisitions and Dispositions

Revive has not competed any significant acquisition or disposition for which pro-forma financial statements would be required.

Description of the Business

Principal Products and Services

The pharmaceutical industry is facing a number of significant pressures such as decreasing research and development productivity, increasing drug development costs, increasing patent protection loss of branded drugs, high regulatory barriers, evolving payer requirements, lower return on investment, generic drug competition and post-market clinical trial result failures due to safety concerns. Pharmaceutical companies are being forced to find more efficient and cost effective ways to improve their research and development strategies.

New drug development is estimated to cost more than US$800 million and up to 10 to 17 years to commercialization.[1] Various factors have contributed to these staggering costs and time-to-market such as regulatory requirements regarding extensive clinical trials to satisfy safety, efficacy and quality. Furthermore, one out of ten new drugs in human clinical trials achieve commercial approval.[2] Over US$60 billion per year[3] is being spent on research and development by the pharmaceutical industry, yet there is a large need to find ways to improve and revive drug development pipelines. As such, there is increasing interest in drug repurposing to help fill this unmet drug development gap. (*Source: [1-3] Tobinick E.L. The value of drug repositioning in the current pharmaceutical market. Drug News & Perspectives 2009, 22(2):119-25.market.*)

Drug repurposing has the potential to fill the unmet need of pharmaceutical companies looking to fill their drug pipelines, provide a new source of revenue and increase return on investment. Drug repurposing is the process of developing new indications for existing drugs. It has been estimated that drug repurposing is expected to generate close to US$20 billion in annual sales in 2012. (*Source: Thomson Reuters - White Paper – Knowledge-based drug repositioning to drive R&D productivity, September 2012*) An example of the impact drug repurposing can have on a company is Celgene Corporation's Thalomid®, which is repositioned thalidomide, and its analog Revlimid® (lenalidomide). These two drugs represent $4.069 billion in sales in 2012 for Celgene Corporation. (*Source: Celgene Corporation 2012 Annual Report.*) Also, a well-known example of a successful drug that has been repurposed is Sildenafil (Viagra®), for the treatment of erectile dysfunction, which was originally being developed for the treatment of angina.

Drug repurposing has a number of research and development advantages such as reduced time to market, reduced development cost, and the improved probability of success. Interestingly enough, the drug repurposing development model has not been fully adopted by pharmaceutical companies to address their new drug development needs. Revive aims to fill this gap for the pharmaceutical industry.

To date, Revive has two repurposed drug products in development. REV-001's primary target indication is for the treatment and prevention of opioid-induced respiratory depression in a perioperative setting for high-risk patients such as persons with sleep apnea. REV-002's primary target indication is for the treatment of gout. Should the need exist, Revive may develop next generation versions of its drug candidates, which will aim to be an improvement of the original drug and may have the potential to treat new diseases that would otherwise remain untreated by the original drug.

REV-001 – Prevention and/or treatment of opioid-induced respiratory depression

Revive's lead product in development is REV-001 for the treatment and prevention of opioid-induced respiratory depression in a perioperative setting for high-risk patients such as persons with sleep apnea. REV-001 involves the repurposing of tianeptine, an old but unique anti-depressant drug, which is marketed in Asia, parts of Europe (e.g. France) and South America. Despite its narrow geographic scope, the decades-long clinical experience of tianeptine suggests much about its safety; in fact, this is one of the most non-toxic of drugs, demonstrating substantial cardiovascular and other safety at both normal doses and in overdose. (*Source: Wilde, M. I. & Benfield, P. Drugs 49, 411–439 (1995)*).

It is known that a specific region in the brain, the pre-Botzinger complex in the medulla, is a major region of focus for its role in generating rhythmic inspiratory drive (breathing). (*Source: Dahan, A et al. Anesthesiology 112, 226–238 (2010)*). It is also known that opiates disrupt respiratory rhythm and depress breathing and respiratory sensitivity to CO2 (carbon dioxide). (*Source: Dahan, A et al. Anesthesiology 112, 226–238 (2010)*). The pathway by which this occurs is controlled by the neurotransmitter glutamate, and positive allosteric modulation of α-amino-3-hydroxy-5-methyl-4-isoxazolepropionic acid ("**AMPA**") receptors, a glutamate receptor subtype, through direct binding to such receptors in the pre-Botzinger complex, can alleviate opiate-induced respiratory depression. (*Source: Oertel, B. G. et al. Clin. Pharmacol. Ther. 87, 204–211 (2010)*).

The advantage of this approach is that the effect on the AMPA pathway does not antagonize the analgesic effect of the opiate; current methods for rescuing patients from opiate induced-respiratory depression require the patient also to be taken out of analgesia, which has a strong negative impact in a post-operative setting (since, in addition to substantial discomfort, the patient must then be then carefully re-titrated into analgesia, requiring additional, expensive time in hospital care). Opiate antagonists are also clearly not a useful means of preventing opiate induced respiratory depression in a painkiller, since they would oppose the pain-killing effect of the product. Thus it is believed that the AMPA approach could be useful for a safer form of chronic pain relief. However, AMPA receptor modulators are problematic in another sense: they can lower the seizure threshold, precipitating an epileptic attack. (*Source: Yamada, K. A. Neurobiology of Disease 5, 67–80 (1998)*).

Tianeptine, as one of its effects, can increase AMPA currents in the hippocampus. (*Source: Kole, M. H. P. et al, Eur. J. Neurosci 16, 807–816 (2002)*), although its effects seem to be regionally selective (*Source: Pillai, A. G. et al. Neuropsychopharmacology 37, 2702–2711 (2012)*); indeed, tianeptine has not shown itself to be pro-epileptogenic, suggesting that one of the disadvantages of AMPA modulators for treatment of opiate-induced respiratory depression might be overcome with this drug, if it did in fact work. The hippocampus is a different area of the brain from the pre-Botzinger, and no-one had previously made the connection that tianeptine might be useful as a pharmaceutical active for the treatment of respiratory depression.

In fact, various other hypotheses have been suggested regarding tianeptine's mode of action, such that the effect may relate to it may lead to a reduction in levels of free plasma serotonin produced by enterochromaffin cells in the gut; that tianeptine may have an effect locally in the lung, through 5-HT3 and 5-HT4 postsynaptic receptors located at the bronchial muscle (*Source: Lechin, F. Chest 125, 348–9 (2004)*); that it has an effect on the glutamate-nitric oxide pathway, through an effect on nitric oxide; and in the hypothalamus and cortex, it has been shown that tianeptine can activate the enzymes CaMKII and PKA via the p38, p42/44 MAPK and JNK pathways, resulting in a modulation of AMPA currents (*Source: Szegedi V. et al. Neurochem. Int. 59, 1109–1122 (2011)*). Thus, it is believed that tianeptine does increase AMPA currents, but it does so in a different, safer way from direct modulators, and the pathway by which it works had not been shown in the centers of the brain controlling respiratory drive. The mechanistic understanding of tianeptine would therefore not predict a utility for tianeptine in respiratory depression.

Between October 2012 and January 2013, Revive successfully completed animal studies in London, United Kingdom at the University College London.

The unpublished animal studies conducted at the University College London show that:

1. REV-001 (2 mg/kg) increases respiratory activity by 30% after 5 min after its intraperitoneal (ip) administration and prevents morphine-induced respiratory depression (conscious rat data).

2. REV-001 at 10 mg/kg respiration was not further enhanced but morphine-induced respiratory depression was again prevented.

3. The effect of REV-001 was similar to that observed with the ampakine CX546 at 15 mg/kg ip (conscious rat data).

4. The antinociceptive effect of morphine (5mg/kg i.p.) was not reduced by REV-001 at 10 mg/kg ip. This data should be compared with previous studies, wherein a combination of tianeptine with morphine significantly reduced the development of tolerance to morphine analgesia and suppressed the incidence of

withdrawal symptoms following administration of an opiate antagonist (*Source: Chu, C.-C. et al. Behav Pharmacol 21, 523–529 (2010)*).

Overall, this data indicates that in conscious animals REV-001 increases respiratory activity and prevents morphine-induced respiratory depression without affecting analgesic efficacy. Based on the favourable animal study results, Revive has advanced the development of REV-001 to a human proof of concept clinical study. The human proof of concept study is being conducted at the Leiden University Medical Center in The Netherlands under the supervision of Dr. Albert Dahan and it is estimated that the study will be completed in the first calendar quarter of 2014. The objective of the human proof of concept study is to determine whether REV-001 will prevent respiratory depression and its effects on antinociception (i.e. analgesia) from the opioid alfentanil in healthy volunteers. The estimated budget for the human proof of concept study is $200,000. The cost major components of the study include the preparation and protocol development costs ($28,000), the pharmacy, ethics and science committee costs ($28,000), personnel and recruitment costs ($42,000), and consultants ($28,000), and clinical trial and other costs ($70,000).

Based on favourable results of the human proof of concept study, Revive's objective is to find a suitable pharmaceutical or medical device partner to advance REV-001's development and commercialization. It is expected that the licensing terms will include an upfront payment, clinical milestone payments and royalties. Management believes that current funds available will be sufficient to complete the human proof of concept study. Also, Revive may seek to further advance the REV-001 program with additional human clinical trials prior to finding a suitable pharmaceutical or medical device partner. The outcomes from the human proof of concept trial will dictate the most appropriate next steps in the clinical trial development. The additional steps required to reach commercial production would be to complete a Phase 2 clinical trial program and a Phase 3 clinical trial program. The estimated costs could be more than $10 million and more than 3 years before commercialization.

Revive's current business focuses on finding new uses of old drugs through drug repurposing with the objective of finding an appropriate partner or partners to bring the new drug to the marketplace. Revive actively seeks in-licensing, acquisition or partnering opportunities from industry and academia. At this point in time, Revive does not intend to develop REV-001 up to regulatory approval, rather it will seek to secure a pharmaceutical partner(s) to continue commercialization efforts of REV-001.

See discussion under "*Information Concerning the Resulting Issuer - Risk Factors*" for information concerning the risks associated with an investment in Revive.

REV-002 – Treatment of Gout

Revive's second product in development is REV-002 for the treatment of gout, a painful condition involving deposition of uric acid crystals in the joints, due to defective uric acid excretion (and consequently high levels of uric acid in the blood). REV-002 is the repurposing of bucillamine, a disease-modifying anti-rheumatic drug, which is used as a first-line treatment for rheumatoid arthritis in Japan and South Korea.

Bucillamine is a thiol donor derived from the amino acid cysteine, and similar to N-acetylcysteine and N-2-mercaptopropionyl glycine. (*Source: Proc Natl Acad Sci USA. 2002, 99: 8915-8920; J Immunol 2002, 168: 2560–2567*). However, relative to these comparators, bucillamine contains two donatable thiol groups rather than one, making it a considerably more potent antioxidant. (*Source: J Immunol 2000, 165: 2703–2711; J Cardiovasc Pharmacol 2001, 38: 859–867; Cardiovasc Drug Rev 2003, 21: 77-90*).

In addition to its direct antioxidant action, bucillamine also increases the activity of Nuclear factor (erythroid-derived 2)-like 2 (Nrf2), a transcription factor which drives the up-regulation of the urate transporter protein, ATP-binding cassette sub-family G member 2 (ABCG2), which in turn enables uric acid excretion. (*Source: Biochem Pharmacol 2006, 72: 455-462; Drug Metab. Dispos. 2006; 34: 1756-1763*). The physiological importance of ABCG2 in humans is illustrated by the large differences in uric acid levels and the prevalence of gout caused by genetic variation in ABCG2. It is therefore, a potential target for new uricosuric agents in the treatment of gout. (*Source: Proc. Natl. Acad. Sci. USA. 2009; 106: 10338-10342; Sci. Transl. Med. 2009; 1: 5ra11*). A third mechanism by which bucillamine may improve gout involves another uric acid excretion protein, ATP-binding cassette sub-family C member 4 (ABCC4), which is present in the kidney. This, too has been found to be up-regulated by Nrf2. (Source: *J. Pharmacol. Exp. Ther. 2010; 335: 2-12*). The ABCC4 transporter is also stimulated

by the existing gout treatments based on xanthine oxidase inhibition, namely allopurinol and its active metabolite oxypurinol. (*Source: Br. J. Pharmacol. 2008; 155: 1066-1075*).

Taken together, this suggested a hypothesis that the use of a combination of allopurinol and an Nrf2 activator such as bucillamine may have a synergistic (i.e. more than additive) effect in lowering the uric acid level, enabling a treatment that is may be more efficacious than current therapies for gout.

The unpublished animal studies conducted by Xenexus, which served as part of the REV-002 patent, show that:

1. There was a significant ($p = 0.012$) interactive effect between REV-002 and allopurinol on serum and urinary levels of uric acid and urinary levels of creatinine. The addition of allopurinol (5mg/kg/day) increased the dose-response effect of REV-002 so that each increase of 1 mg/kg/day of REV-002 resulted in a decrease of 0.0010 mg/dL in the serum urate concentration.

2. There was a highly significant ($p < 0.001$) interactive effect between allopurinol and REV-002 on the urinary excretion of uric acid. The addition of allopurinol (5mg/kg/day) increased the dose-response effect of REV-002 such that each increase of 1 mg/kg/day of REV-002 resulted in an increase of 0.171 mg/dL in the urinary uric acid concentration.

3. There was a highly significant ($p = 0.004$) interactive effect between allopurinol and REV-002 on urinary creatinine levels. The addition of allopurinol (5mg/kg/day) increased the dose-response effect of REV-002 such that each increase of 1 mg/kg/day of REV-002 resulted in an increase of 0.128 mg/dL in the serum urate concentration.

4. REV-002 had a highly significant ($p < 0.001$) dose-response effect on monosodium urate-induced peritoneal inflammation, which decreased mean neutrophil influx by 5.15% for every increase of 1 μmol/kg of the drug. Neutrophils are a type of inflammatory white blood cell; a reduction in their influx denotes a reduction in inflammation.

5. The effects of the administration of REV-002 and colchicine on monosodium urate-induced peritoneal inflammation was found such that the addition of REV-002 (10μmol/kg) produced a highly significant ($p < 0.001$) decrease in average neutrophil influx. In addition, there was an interactive relationship between REV-002 and colchicine such that the addition of REV-002 enhanced the dose-response effect so that there was a decrease of 32.2% for every increase of 1μmol/kg of colchicine.

In summary, it has been shown that REV-002 had a synergistic effect in combination with allopurinol in lowering circulating uric acid. The potential potent uricosuric effect of REV-002 when used in conjunction with allopurinol suggests that it is a promising combination for the treatment of hyperuricaemia and gout. Moreover, REV-002 has anti-inflammatory effects that may be particularly useful in the management of acute gout flares. Also, the synergistic effect of REV-002 with colchicine, in the animal studies, suggests that it is a promising combination therapy for gout with increased efficacy and fewer side effects than with colchicine alone.

Based on the favourable animal study results, Revive has elected to advance the development of REV-002 to a human proof of concept study. It is anticipated that the proposed human proof of concept study objective is to determine whether REV-002 in combination with allopurinol will reduce serum urate acid levels better than allopurinol alone. Revive is in the process of identifying a clinical trial center to conduct the human proof of concept study. The estimated cost to conduct the human proof of concept study is $500,000. It is expected that the study would be completed in the second half of 2014. Revive will need to secure an approval to conduct the human proof of concept study in the United States by the FDA. Revive's objective is to validate REV-002 in the human proof of concept study and to find a suitable pharmaceutical partner(s) to advance its development and commercialization. Revive currently anticipates that it will seek to out-license REV-002. Terms may include an upfront payment, clinical milestone payments and royalties. Management believes that current funds available will be sufficient to complete a human proof of concept study. Also, Revive may seek to further advance the REV-002 program with additional human clinical trials prior to finding a suitable pharmaceutical partner(s). The outcomes from the human proof of concept trial will dictate the most appropriate next steps in the clinical trial development. The additional steps required to reach commercial production would be to complete a Phase 2 clinical trial program and a Phase 3

clinical trial program. The estimated costs could be more than $10 million and more than 3 years before commercialization.

Revive's current business focuses on finding new uses of old drugs through drug repurposing with the objective of finding an appropriate partner or partners to bring the new drug to the marketplace. Revive actively seeks in-licensing, acquisition or partnering opportunities from industry and academia. At this point in time, Revive does not intend to develop REV-002 up to regulatory approval, rather it will seek to secure a pharmaceutical partner(s) to continue commercialization efforts of REV-002.

See discussion under "*Information Concerning the Resulting Issuer - Risk Factors*" for information concerning the risks associated with an investment in Revive.

Other research and development activities

Revive conducted animal studies of REV-001 for potential treatments in Rett syndrome, a rare disease, and cognitive dysfunction. To date, Revive is assessing the appropriate next steps to advance these developments. Revive is also currently evaluating the opportunity to advance the formulation development and pre-clinical studies of REV-001 derivatives for potential treatments in central nervous system disorders, such as depression, and various respiratory and rare diseases. To date, the development plans and its budgets have not been established. Lastly, Revive is, but not limited to, evaluating drug repurposed candidates currently being held by industry and academia.

The following are the milestones that Revive will aim to achieve within 24 months.

Milestone	Projected Completed Date	Estimated Cost to Complete
Complete human proof of concept of REV-001	Q1-2014	$200,000
Complete human proof of concept of REV-002	Q4-2014	$500,000
Partner via out-licensing or acquisition of REV-001 or continue clinical development	Q4-2014	N/A
Partner via out-licensing or acquisition of REV-002 or continue clinical development	Q1-2015	N/A

Due to the nature of drug development and commercialization, there is no assurance that these milestones will be achieved. It should also be noted that the funds for the human proof of concept study for REV-001 and REV-002 has been allocated at present. Additional human clinical trials for REV-001, REV-002 and the development of additional products in Revive's product pipeline and development of derivatives and new formulations for REV-001 and REV-002 may be necessary and thus the funds for such developments have not been allocated and the costs are not yet known.

See discussion under "*Information Concerning the Resulting Issuer - Risk Factors*" for information concerning the risks associated with an investment in Revive.

Operations

To date, Revive does not own or lease laboratory or manufacturing facilities, nor does Revive have plans to acquire, build or lease such facilities. Revive will rely on third-party contract research, development and clinical organizations, and manufacturers to develop and make the material used to support the development process of its product candidates. Revive outsources key development functions and thereby engages consultants to oversee the majority of the development and clinical activities.

Revive leases a 1,345 sq/ft office in Vaughan, Ontario as its corporate headquarters for general corporate purposes. The office is located at 5 Director Court, Suite 105, Vaughan, Ontario L4L 4S5. The lease is for 24-months with a 3-year option and the lease expires on August 31, 2015. Monthly rent is in the amount of $2,112.77 plus HST and Revive is currently in good standing with its lease.

The research and development of REV-001 and REV-002 requires specialized skill and knowledge. It is believed that the necessary skill and knowledge are available to Revive, through its current officers and various third party consultants that Revive has developed a relationship with.

At this time management is not aware of any environmental regulations or economic or political considerations that may materially affect the operations of Revive, but it should be noted that such environment could change by the time Revive is furthering its clinical development.

Market – Opioid-induced respiratory depression and sleep apnea

According to the Centers for Disease Control and Prevention, approximately 70 million people in the United States are affected by sleep disorders, such as obstructive sleep apnea ("**OSA**"). As published in 1993, the prevalence of OSA in people 30 to 60 years of age is between 9% and 24% for men and between 4% and 9% for women. (*Source: Young T, Palta M, Dempsey J, Skatrud J, Weber S, Badr S. The occurrence of sleep-disordered breathing among middle-aged adults. N Engl J Med 1993;328:1230–5*). The economic burden OSA patients places on society and the healthcare system is significant (i.e. loss of productivity to increased risk of cardiopulmonary illness and related death).

The risk of perioperative complications increase substantially with those who have OSA. With 51.4 million inpatient surgical procedures performed annually (2010) in the U.S. (*Source: http://www.cdc.gov/nchs/fastats/insurg.htm*), hospitals must take into consideration the financial implications that may become prevalent for patients who have OSA and may require to implement expensive and unproven solutions in an attempt to reduce the risk of adverse events, such as opioid-induced respiratory depression. In addition to OSA patients, opioid-induced respiratory depression is also highly prevalent in patients who are obese, over 65 years old, who have hypoventilation syndrome, and chronic hypercapnia. As such, it has been estimated that between 29% and 41% are at high risk of opioid-induced respiratory depression. (*Source: Hanna MH et al. Anesthesiology. 2005;102(4): 815-821 and Overdyk FK et al. Anesth Analg. 2007;105(2): 412-418*). Currently, there are no approved drugs for OSA and the only drug treatments to counter opioid-induced respiratory depression is to administer opiate receptor antagonists such as naloxone (Narcan®). However, those antagonists eliminate the analgesic activity of the opioid drug and thus are rarely used by hospitals and healthcare facilities to prevent or treat this severe side effect. The non-pharmacological treatment for respiratory depression via an artificial respirator until unaided breathing can be restored. This proposition is costly and increases risks of additional unwanted side effects. Therefore, there is a critical unmet need for drug treatment to prevent and/or treat opioid-induced respiratory depression.

Market – Gout

Gout is a painful and progressive disease caused by elevated levels of uric acid in the blood stream, a condition called hyperuricemia. Although gout is a treatable condition, there are limited treatment options, and of those drug treatments they come with a number of adverse effects.

Drug treatment for gout, which are also known as urate-lowering therapies ("**ULTs**"), work by lowering blood or serum uric acid ("**sUA**"). Approximately 90 percent of gout patients are unable efficiently excrete sufficient amounts of uric acid thus leading to excessive levels of sUA. (*Source: Suresh E. Diagnosis and management of gout: a rational approach. Postgrad Med J. 2005;81:572–579*). Early onset of gout can be treated with diet and exercise, but as gout progresses, it is treated with two types of drugs such as pain relievers (non-steroidal anti-inflammatories) and Colchicine.

In the last 40 years, there have been only two new products approved in the United States for the treatment of gout: Krystexxa® for severe refractory gout and Uloric (febuxostat). The gold standard in the treatment of chronic gout is Allopurinol. Of the over 15 million people diagnosed with gout world-wide, 10 million are treated with chronic gout therapy such as Allopurinol. However, it is estimated that between 40% and 60% of chronic gout patients fail to achieve sUA targets on chronic gout therapy. (*Source: Decision Resources 2012. Major markets only: US, EU5, Japan 2013 numbers and Biotrentds Chart Review 2010*). As such, there is a significant unmet need for a second line therapy for the four to six million patients who suffer with chronic gout.

Marketing Plans and Strategies

For the information with respect to marketing plans and strategies of Revive see "*Information Concerning Revive - Description of the Business - Principal Products and Services*" and "*Information Concerning Revive - Description of the Business - Operations*".

Competitive Conditions – Opioid-Induced Respiratory Depression

Current methods for rescuing patients from opiate induced-respiratory depression, by administering an opiate antagonist such as naloxone, require the patient also to be taken out of analgesia. This has a strong negative impact in a post-operative setting (since, in addition to substantial discomfort, the patient must then be then carefully re-titrated into analgesia, requiring additional, expensive time in hospital care). Opiate antagonists are also clearly not a useful means of preventing opiate induced respiratory depression in a painkiller for use in an outpatient setting, since they would oppose the pain-killing effect of the product. Competitor developments based on serotonin receptors (5-HT1A, 5-HT4A and 5-HT7 agonism) have suffered from problems of selectivity, insufficient central nervous system penetration and nausea. The competition includes, without limitation, Galleon Pharmaceuticals, Inc. and Cortex Pharmaceuticals, Inc.

Competitive Conditions – Gout

Treatments for gout are divided into three areas: Acute gout, chronic gout and severe gout. Treatments for acute gout involve the use of nonsteroidal anti-inflammatory's, corticosteroids, colchicine and Ilaris®. Treatments for chronic gout involve allopurinol and febuxostat. Among the treatments for severe gout is Krystexxa®. Revive is aware of several compounds in development for the treatment of gout. AstraZeneca PLC is conducting late-stage human clinical trials of Lesinurad and reports that it expects to make a submission to the FDA for drug approval in the second half of 2014. BioCryst Pharmaceuticals Inc. has completed Phase 2 clinical trials of Ulodesine/BCX4208 and reports that it is currently seeking a pharmaceutical partner to continue its development. Pharmos Inc. has completed a human proof of concept Levotofisopam and reports that it is currently seeking a pharmaceutical partner. Regeneron Pharmaceuticals, Inc. is conducting late-stage human clinical trials of Arcalyst® for treatment of gout flares, and CymaBay Therapeutics, Inc. is developing Arhalofenate for the treatment of gout.

Future Developments

For the information with respect to the future development of Revive see "*Information Concerning Revive - Description of the Business - Principal Products and Services*" and "*Information Concerning Revive - Description of the Business - Operations*".

Proprietary Protection

To date, Revive has the following three patent applications relating to its product pipeline:

No.	Title	Country of Original Filing	Application No.	Status	Ownership to Revive
1.	Treatment of respiratory depression	United Kingdom	PCT/GB2013/051213	Pending - Priority application was filed May 11, 2012. The 30 month deadline for international filings is November 11, 2014.	Exclusive world-wide license pursuant to REV-001 Agreements
2.	The use of bucillamine in the treatment of gout	Australia	AU2012905072	Pending - Priority application was filed November 20, 2012. The PCT application was filed on November 19, 2013 (PCT CA2013/050882).	Patent assignment agreement pursuant to REV-002 Agreement
3.	Dibenzothiazepine derivatives and their use in the treatment of central nervous system disorders	United Kingdom	PCT/GB2012050831	Published - Priority application was filed April 18, 2011. International filings done for the U.S. (application no. 14/112,499 filed October 17, 2013), Canada (application no. not yet assigned, filed October 16, 2013), Europe (application no. 12720266.1 filed November 14, 2013), Japan (application no. not yet assigned, filed October 16, 2013), and China(application no. not yet assigned, filed November 18, 2013).	Exclusive world-wide license pursuant to REV-001 Agreements

Each of the patent applications that form the intellectual property of Revive is still in the regulatory review process and no patents have been issued. To the best of Revive's knowledge no patent applications that form part of the Intellectual Property of Revive have been substantially challenged or rejected as at the dated of this Filing Statement.

Revive continues to seek to obtain additional patents as required or deemed prudent. Revive intends to continue to seek appropriate patent protection for the lead product candidates in its research and development programs and their uses by filing patent applications in the United States and other selected countries. Revive intends for these patent applications to cover, where possible, claims for composition of matter, medical uses, processes for preparation and formulations. Revive also relies on trade secrets, proprietary knowledge and continuing innovation to develop and maintain its competitive advantage, especially where it is believed that patent protection is appropriate or can be obtained. Revive seeks protection of these trade secrets, proprietary knowledge and any continuing innovation, in part, through confidentiality and proprietary information agreements. Revive will also consider filing continuation patent applications and in-licensing intellectual property where appropriate to expand the claim scope of the licensed patent applications and patent assignment.

See discussion under "*Information Concerning the Resulting Issuer - Risk Factors*" for information concerning the risks associated with an investment in Revive.

Lending

As a general policy, Revive does not make loan arrangements with employees or other companies. Revive has had no bankruptcy or receivership proceedings.

Selected Consolidated Financial Information and Management's Discussion and Analysis

Annual Information

The following table sets forth selected financial information of Revive for the period from incorporation (August 7, 2012) to June 30, 2013. This financial information has been prepared under IFRS. This selected financial information is derived from, and is qualified in its entirety by reference to, Revive's audited financial statements for the period from incorporation (August 7, 2012) to June 30, 2013, included in Appendix C to this Filing Statement.

Selected Financial Information	**Period ended June 30, 2013 (audited)**
Net Sales	$Nil
Income (loss) from operations	$(145,275)
Net Income (Loss)	$(145,275)
Net Loss per share (basis and fully diluted)	$(0.01)
Total Assets	$753,725
Total Liabilities	$9,000
Cash Dividends declared per Share	$Nil

Selected Financial Information	**Period ended June 30, 2013 (audited)**
capitalized or expensed exploration and development costs	$Nil
expensed research and development costs	$Nil
deferred development costs	$Nil
office and general expenses	$9,009
professional fees	$27,642

For the period ended June 30, 2013 and as at the date of this Filing Statement, Revive had not implemented any changes in accounting policy, except as required for implementation of IFRS, and declared no cash dividends.

Management's Discussion and Analysis

Revive's MD&A for the period ended June 30, 2013 is included in Appendix D. The MD&A is a review of the operations and financial position of Revive for the period from incorporation (August 7, 2012) to June 30, 2013, and should be read in conjunction with the accompanying audited financial statements for the period from incorporation (August 7, 2012) to June 30, 2013, and the notes thereto, all of which have been prepared in accordance with IFRS.

Trends

Revive has not generated operating revenue since incorporation. Management anticipates that Revive will experience net losses as a result of ongoing research and development and general corporate and administrative costs and expenses until such time as revenue generating activity is commenced. Revive is not currently aware of any trends, events or uncertainty, that reasonably can be expected to have a material adverse effect on Revive's business, financial condition, or results of operations other than as described in this Filing Statement and, in particular, under the heading "Risk Factors".

Description of Securities

The authorized share capital of Revive consists of an unlimited number of Revive Shares of which 12,933,330 Revive Shares are issued and outstanding as at the date hereof. There are no issued and outstanding convertible securities of Revive. The securities of Revive cannot be transferred, except in accordance with the articles of Revive and applicable securities laws.

The holders of the Revive Shares are entitled to receive notice of and to attend all meetings of the shareholders of Revive and shall have one vote for each Revive Share held at all meetings of the shareholders of Revive. The holders of Revive Shares are entitled to (a) receive any dividends as and when declared by the board of directors, out of the assets of Revive properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (b) receive the remaining property of Revive (after payment of all outstanding debts) in the event of any liquidation, dissolution or winding-up of Revive. The holders of the Revive Shares have no pre-emptive, redemption or conversion rights.

Consolidated Capitalization

Designation of Security	Amount Authorized	Amount Outstanding as of June 30, 2013	Amount Outstanding as of the date hereof
Common Shares	unlimited	12,933,330	12,933,330

As at June 30, 2013, Revive's balance sheet disclosed a deficit of $145,275.

Prior Sales

The following shares of Revive have been issued from treasury since incorporation (August 7, 2012):

Date Issued	Number of Revive Shares	Issue Price Per Security	Aggregate Issue Price	Nature of Consideration
August 7, 2012	10,000,000	$0.001	$10,000	cash
August 30, 2012	833,333	$0.30	$250,000	cash
December 13, 2012	999,999	$0.30	$300,000	cash
March 11, 2013	1,099,998	$0.30	$330,000	cash
	12,933,330		**$890,000.00**	

Stock Exchange Price

None of the securities of Revive are, or have been, posted for trading on any stock exchange.

Executive Compensation

Overview

The board of directors of Revive is responsible for setting the overall compensation strategy of Revive and evaluating and making determinations for the compensation of its directors and executive officers. The board of directors annually reviews and determines base salary, incentive compensation and long-term compensation for Revive's directors and executive officers.

Objectives of Compensation Program

It is the objective of Revive's compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value. It is the goal of the board of directors to endeavour to ensure that the compensation of executive officers is sufficiently competitive to achieve the objectives of the executive compensation program. The board of directors gives consideration to Revive's performance as well to the qualitative aspects of the individual's performance and achievements.

Base Salaries and Benefits

The salary of the executive officers of Revive is believed to be similar to, or less than, salaries provided in comparable companies. No personal benefits are granted to the executive officers of Revive and no objective or subjective bonus has been contemplated.

Stock Options

Revive does not have a stock option plan and has not granted any incentive stock options since incorporation.

Executive Management Agreement

Revive has entered into a consulting agreement (the "**Chianelli Consulting Agreement**") with Fabiotech Inc., a private company which is wholly-owned by Fabio Chianelli, the President of Revive, to provide the services of Mr. Chianelli, as President of Revive. Pursuant to the Chianelli Consulting Agreement, commencing September 1, 2012, Fabiotech Inc. is entitled to $8,000 plus taxes per month until December 31, 2013.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid to the two executive officers of Revive during the financial year ended June 30, 2013 and for the period from July 1, 2013 to August 31, 2013:

					Non-equity incentive plan compensation ($)				
Name and principal position	**Period**	**Salary ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Annual incentive plans**	**Long term incentive plans**	**Pension value ($)**	**All other compen-sation ($)**	**Total compen-sation ($)**
Fabio Chianelli (President)	Sep 1, 2012 to Jun 30, 2013	80,000[2]	N/A	N/A	N/A	N/A	N/A	Nil	80,000
	Jul 1, 2013 to Aug 31, 2013	16,000	N/A	N/A	N/A	N/A	N/A	Nil	16,000
Carmelo Marrelli (CFO)[1]	Sep 1, 2012 to Jun 30, 2013	Nil	N/A	N/A	N/A	N/A	N/A	2,500[3]	2,500
	Jul 1, 2013 to Aug 31, 2013	Nil	N/A	N/A	N/A	N/A	N/A	Nil	Nil

Notes:

(1) Appointed Chief Financial Officer of Revive on July 14, 2013.

(2) Pursuant to the Chianelli Consulting Agreement, commencing September 1, 2012, Fabiotech Inc., a private company which is wholly-owned by Mr. Chianelli, is entitled to $8,000 plus taxes per month until December 31, 2013. During the period $48,000 was paid and $32,000 was accrued.

(3) $2,500 was accrued directly to Marrelli Support Services Inc., a private company which is wholly-owned by Mr. Marrelli, for financial and accounting services.

Compensation of Directors

The sole director of Revive, Fabio Chianelli, does not receive any compensation in his capacity as a director of Revive.

Non-Arm's Length Party Transactions

Revive did not complete any transactions with a Non-Arm's Length Party from the period from incorporation (August 7, 2012) to the date hereof.

Legal Proceedings

There are no legal proceedings material to Revive to which Revive is a party or of which any of its property is the subject matter. Additionally, to the reasonable knowledge of the management of Revive, there are no such proceedings contemplated.

Material Contracts

Except for contracts entered into by Revive in the ordinary course of business, the only material contracts entered into by Revive since incorporation are the following:

(1) REV-001 Agreements.

(2) REV-002 Agreement.

(3) Letter Agreement.

(4) Engagement Letter.

(5) Amalgamation Agreement.

A copy of the foregoing agreements will be available for inspection at the offices of McMillan LLP, Brookfield Place, Suite 4400, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, at any time during ordinary business hours until the completion of the Amalgamation and for a period of 30 days thereafter.

PART III - THE TRANSACTION

Structure

Pursuant to the Letter Agreement, Mercury and Revive agreed to combine their businesses. They subsequently agreed that the most effective means of achieving such goal was to complete a triangular amalgamation.

The amalgamation effectively provides for the acquisition of all of the outstanding equity interests of Revive by Mercury, indirectly through the Amalgamation Entity (a wholly owned Ontario incorporated subsidiary of Mercury) in a transaction in which Revive Shareholders will receive Mercury Shares and, if applicable, convertible securities of Mercury. As a result of the amalgamation of Amalgamation Entity and Revive, Mercury will become the sole beneficial owner of all of the outstanding shares of Amalgamated Corporation.

Pursuant to the Amalgamation Agreement between Mercury, Revive and the Amalgamated Entity, upon completion of the Amalgamation every one (1) Revive Share held by Revive Shareholders, who have not validly exercised their dissent rights, will be exchanged for one (1) Resulting Issuer Share.

In the event the Minimum Offering is achieved, the Amalgamation will result in Mercury issuing an aggregate of 16,633,330 Resulting Issuer Shares to the Revive Shareholders (including an aggregate of 3,700,000 Resulting Issuer Shares to purchasers in connection with the Private Placement). Following completion of the Amalgamation, 18,485,395 Resulting Issuer Shares will be outstanding, without giving effect to (i) options to purchase 185,206 Resulting Issuer Shares pursuant to the Mercury Options, (ii) broker warrants to purchase 118,540 Resulting Issuer Shares pursuant to the Mercury Broker's Warrants, and (iii) broker warrants to purchase 296,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement. The former Revive Shareholders will own approximately 70.0% of the Resulting Issuer Shares, current Mercury Shareholders will hold approximately 10.0% of the Resulting Issuer Shares and purchasers under the Private Placement will hold approximately 20.0% of the Resulting Issuer Shares.

In the event the Maximum Offering is achieved, the Amalgamation will result in Mercury issuing an aggregate of 17,933,330 Resulting Issuer Shares to the Revive Shareholders (including an aggregate of 5,000,000 Resulting Issuer Shares to purchasers in connection with the Private Placement). Following completion of the Amalgamation, 19,785,395 Resulting Issuer Shares will be outstanding, without giving effect to (i) options to purchase 185,206 Resulting Issuer Shares pursuant to the Mercury Options, (ii) broker warrants to purchase 118,540 Resulting Issuer Shares pursuant to the Mercury Broker's Warrants, and (iii) broker warrants to purchase 400,000 Resulting Issuer Shares as a result of the Broker's Warrants issued pursuant to the Private Placement. The former Revive Shareholders will own approximately 65.4% of the Resulting Issuer Shares, current Mercury Shareholders will hold approximately 9.4% of the Resulting Issuer Shares and purchasers under the Private Placement will hold approximately 25.3% of the Resulting Issuer Shares.

Accordingly, the Amalgamation will constitute a reverse takeover of Mercury, as defined by Exchange Policy 5.2 – *Changes of Business and Reverse Take-Overs*. Completion of the Amalgamation is conditional upon all necessary regulatory approvals, including the approval of the Exchange, and other conditions which are typical for a business combination transaction of this type.

Mercury has received conditional approval from the Exchange for the Amalgamation to constitute Mercury's Qualifying Transaction, subject to the Mercury fulfilling all the requirements of the Exchange.

The Amalgamation is not a Non-Arm's Length Qualifying Transaction and is not a related party transaction. As a result, a meeting of Mercury Shareholders is not required as a condition to the completion of the Amalgamation.

Private Placement

In conjunction with the Amalgamation, Revive is completing the Private Placement, which consists of a brokered private placement, through the Agent, of a minimum of 3,700,000 Subscription Receipts and a maximum of

5,000,000 Subscription Receipts at a price of $0.30 per Subscription Receipt, for aggregate gross proceeds of up to $1,500,000.

Each Subscription Receipt issued in connection with the Private Placement entitles the holder to acquire one Revive Share just prior to the Amalgamation, provided that if certain release conditions are not satisfied on or before December 31, 2013, the Subscription Receipts will be cancelled and all proceeds from the sale of such subscription receipts shall be returned to the subscriber thereof.

Pursuant to the Amalgamation each one (1) Revive Share issued pursuant to the Subscription Receipts will be exchanged for one (1) Resulting Issuer Share pursuant to the terms of the Amalgamation Agreement.
In connection with the Private Placement and pursuant to the Engagement Letter, the Agent is entitled to a cash commission equal to 8% of the aggregate gross proceeds raised and Broker Warrants equal to 8% of the number of Subscription Receipts issued.

Resulting Issuer

The board of directors of Mercury is currently comprised of Robbie Grossman, Anton Konovalov, Carlo Sansalone, Dr. Reiza Rayman, Scott Johnson and Thomas Sears. The board of directors of the Resulting Issuer is expected to be comprised of the following four (4) persons: Fabio Chianelli, Craig Leon, Carlo Sansalone and William Jackson.

The management team of the Resulting Issuer is expected to be comprised of the following individuals: Fabio Chianelli (Chief Executive Officer), Carmelo Marrelli (Chief Financial Officer), Bev Incledon (Vice-President of Research and Development) and Robbie Grossman (Corporate Secretary).

Mercury has received conditional approval from the Exchange for the Amalgamation to constitute Mercury's Qualifying Transaction, subject to the Mercury fulfilling all the requirements of the Exchange.

The Amalgamation is not a Non-Arm's Length Qualifying Transaction and is not a related party transaction. As a result, a meeting of Mercury Shareholders is not required as a condition to the completion of the Amalgamation.

PART IV - INFORMATION CONCERNING THE RESULTING ISSUER

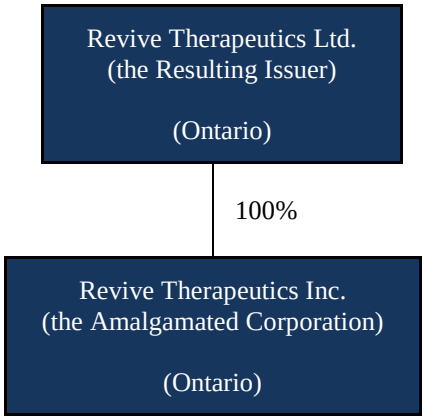
Corporate Structure

Name and Incorporation

Following completion of the Amalgamation, it is anticipated that (i) the Resulting Issuer's name will be Revive Therapeutics Ltd. (or such other name as may be determined by the directors and found acceptable under the OBCA and the Exchange), (ii) the Resulting Issuer's registered and head office will be at 5 Director Court, Suite 105, Vaughan, Ontario, L4L 4S5, (iii) the Resulting Issuer will continue to be governed by the OBCA, and (iv) the Resulting Issuer will be listed and posted for trading on the Exchange under the trading symbol "RVV".

Intercorporate Relationships

Following completion of the Amalgamation, Amalgamated Corporation will be a wholly owned subsidiary of the Resulting Issuer.



Description of the Business

Upon completion of the Amalgamation, the Resulting Issuer's business shall continue to be the business of Revive. See "*Information Concerning Revive - Narrative Description of the Business*".

Stated Business Objectives and Milestones

Upon completion of the Amalgamation, the Resulting Issuer's business will be Revive's business. It is intended that the Resulting Issuer will be listed as a Tier 2 company on the Exchange. With the funds available upon completion of the Amalgamation the Resulting Issuer's business will be to (i) conduct proof of concept trials of REV-001 and REV-002, and (ii) partner REV-001 and REV-002 with an ideal medical or pharmaceutical company. See "*Information Concerning Revive - Description of the Business*".

It is anticipated that the foregoing will be completed within approximately 12 months of the completion of the Amalgamation. However, the timing will be dependent on a number of factors beyond the control of the Resulting Issuer including, but not limited to, regulatory approval to conduct proof of concept studies for both REV-001 and REV-002, and positive proof of concept trial results for both REV-001 and REV-002. The Resulting Issuer's available funds will be sufficient to, among other things, complete the objectives described above.

See discussion under "*Information Concerning the Resulting Issuer - Risk Factors*" for information concerning the risks associated with an investment in Revive.

Description of Securities

The share structure of the Resulting Issuer will be the same as the share structure of Mercury and the rights associated with each Resulting Issuer Share will be the same as the rights associated with each Mercury Share. See "*Information Concerning Mercury - Description of Securities*".

Following the completion of the Amalgamation, a maximum of 19,785,395 Resulting Issuer Shares will be outstanding, and a maximum of 703,656 Resulting Issuer Shares will be reserved for issuance pursuant to convertible securities of the Resulting Issuer.

Pro Forma Consolidated Capitalization

The following table sets forth the pro forma share and loan capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Amalgamation as described in the pro forma financial statements of the Resulting Issuer. See "*Appendix F - Pro Forma Financial Statements of the Resulting Issuer*".

		Amount Outstanding After Giving Effect to the Amalgamation and the Private Placement	
Designation of Security	**Amount Authorized**	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Common Shares	Unlimited	18,485,395	19,785,395

As at June 30, 2013, the pro forma balance sheet disclosed deficit of $550,256.

Fully Diluted Share Capital

In addition to the information set out in the capitalization table above, the following table sets out the diluted share capital of the Resulting Issuer after giving effect to the Amalgamation:

	After Giving Effect to the Amalgamation No. of Securities and Percentage of Total	
	Assuming the Minimum Offering	**Assuming the Maximum Offering**
Mercury Shares issued and outstanding	1,852,065 (9.70%)	1,852,065 (9.04%)
Consideration Shares issued to Revive Shareholders pursuant to the Amalgamation	12,933,330 (67.77%)	12,933,330 (63.12%)
Consideration Shares issued to subscribers of the Private Placement pursuant to the Amalgamation	3,700,000 (19.39%)	5,000,000 (24.40%)
Total Resulting Issuer Shares	**18,485,395 (96.86%)**	**19,785,395 (96.57%)**
Reserved for issuance pursuant to Mercury Options	185,206 (0.97%)	185,206 (0.90%)
Reserved for issuance pursuant to the Mercury Broker Warrants	118,540 (0.62%)	118,540 (0.58%)
Reserved for issuance pursuant to the Broker Warrants issued pursuant to the Private Placement	296,000 (1.55%)	400,000 (1.95%)
Total Resulting Issuer Shares Reserved for Issuance	**599,746 (3.14%)**	**703,656 (3.43%)**
Total Number of Fully Diluted Securities	**19,085,141 (100.00%)**	**20,489,051 (100.00%)**

Available Funds and Principal Purposes

Funds Available

Upon completion of the Amalgamation and the receipt of the proceeds to be raised from the Private Placement, the Resulting Issuer is expected to have approximately $1,914,034, in the event the Minimum Offering is achieved, and $2,272,834 in the event the Maximum Offering is achieved, in initial pro forma working capital.

The Resulting Issuer is expected to use the funds available to it in furtherance of its stated business objectives, as summarized in the table appearing below. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Resulting Issuer to achieve such objectives.

Based on current projections, the Resulting Issuer's working capital available for funding ongoing operations is expected to meet its expenses for a minimum period of approximately twelve months commencing immediately after the completion of the Amalgamation.

	Amount of Funds after the Amalgamation	
Sources	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Estimated pro forma working capital[(1)]	$892,834	$892,834
Net proceeds from the Private Placement[(2)]	$1,021,200	$1,380,000
Total	**$1,914,034.00**	**$2,272,834.00**
Uses		
Patent Licence Fee pursuant to REV-001 Licence Agreements[(3)]	$34,078	$34,078
REV-001 research and development, and clinical trials	$200,000	$200,000
REV-002 research and development, and clinical trials	$500,000	$500,000
REV-001 analog research and development	$75,000	$75,000
Intellectual Property Costs	$75,000	$75,000
G&A for 12 months[(4)]	$580,000	$580,000
Unallocated Working Capital	$449,956	$808,756
Total	**$1,029,956.00**	**$2,272,834**

Notes:

(1) Includes estimated costs of the Amalgamation and the Private Placement of $150,000.

(2) Gross proceeds of the Private Placement less 8% commission paid to the Agent.

(3) The actual fee payable is £20,000. Based on an exchange rate of £1.00 equals $1.7039.

(4) Salaries and benefits ($250,000), consulting fees ($125,000), office lease ($30,000), travel ($20,000), insurance ($25,000), professional fees ($75,000), transfer agent and regulatory fees ($20,000), technology expenses ($10,000), marketing ($25,000).

Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management considers it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates.

See discussion under "*Information Concerning the Resulting Issuer - Risk Factors*" for information concerning the risks associated with an investment in Revive.

Dividend Policy

There will be no restrictions in the Resulting Issuer's articles or elsewhere which would prevent the Resulting Issuer from paying dividends subsequent to the completion of the Amalgamation. It is not contemplated that any dividends will be paid on the Resulting Issuer Shares in the immediate future subsequent to the completion of the Amalgamation, however, as it is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business. The directors of the Resulting Issuer will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid.

Principal Shareholders

Once the Amalgamation has been completed, no Persons will be the beneficial owners of or will, directly or indirectly, exercise control or direction over more than 10% of the issued and outstanding Resulting Issuer Shares, other than the following:

			Percentage of Common Shares Owned			
Name and Municipality of Residence of the Shareholder	**Type of Ownership**	**Number of Common Shares**	**After Minimum Offering**[(1)]	**After Minimum Offering (fully diluted)**[(2)]	**After Maximum Offering**[(1)]	**After Maximum Offering (fully diluted)**[(2)]
Fabio Chianelli *Woodbridge, Ontario*	Registered and Beneficial	8,520,000	46.09%	44.64%	43.06%	41.58%

Notes:

(1) Assuming that no Subscription Receipts are purchased by Mr. Chianelli under the Private Placement and before the exercise of any convertible securities of the Resulting Issuer.

(2) Assuming that no Subscription Receipts are purchased by Mr. Chianelli under the Private Placement and in the event all of the convertible securities of the Resulting Issuer are exercised. See "Options to Purchase Securities". See "*Information Concerning the Resulting Issuer - Pro Forma Consolidated Capitalization*".

Directors and Officers of the Resulting Issuer

The Mercury board of directors currently consists of six members. Upon completion of the Amalgamation, the board of directors of the Resulting Issuer shall be composed of four members, as set out below.

The name, municipality of residence, position or office held with the Resulting Issuer and principal occupation of each proposed director and senior officer of the Resulting Issuer, as well as the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, following the successful completion of the Amalgamation and the Private Placement, excluding common shares issued on the exercise of convertible securities, are as follows:

			Percentage of Resulting Issuer Shares Beneficially Owned	
Name, Municipality of Residence and Offices to be Held	**Principal Occupations and Positions During Past 5 Years**	**Number of Resulting Issuer Shares Beneficially Owned**	**Assuming the Minimum Offering**	**Assuming the Minimum Offering**
Fabio Chianelli *Woodbridge, Ontario* Chief Executive Officer and Director	Senior roles in business development, investor relations, and marketing and sales at Generex Biotechnology Corporation from January 2000 to January 2012. Consultant to Titan Medical Inc. from July 2008 to February 2013. President of Fabiotech Inc. since April 2004.	8,520,000	46.09%	43.06%
Craig Leon *Toronto, Ontario* Director	Chief Executive Officer and Chairman of Titan Medical Inc. (TSXV: TMD) from July 2008 to March 2013. Chief Operating Officer and Chief Financial Officer of Redwood Asset Management Inc. from August 2003 to July 2009. Consultant to Generex Biotechnology Corporation from June 2000 to July 2003. Co-founder and Chief Operating Officer at MiFund.com Inc. from 1999 to 2000.	520,000	2.81%	2.63%
Carlo Sansalone *Vaughan, Ontario* Director	President of Sanscon Construction Ltd.	1,066,666	5.77%	5.39%
William Jackson *Hamilton, Ontario* Director	Chief Executive Officer of Atwill Medical Solutions since July 2011. Co-founder of Covalon Technologies Ltd. (TSXV:	Nil	Nil	Nil

	COV) and held senior management roles such as Chief Financial Officer, Chief Operating Officer and Chief Business Officer, and a Director from December 2004 to January 2013. Director of Titan Medical Inc. (TSXV: TMD) from April 2008 to June 2010.			
Carmelo Marrelli *Woodbridge, Ontario* Chief Financial Officer	President of Marrelli Support Services Inc. since February 2009. Partner at Marrelli & Drake Corporate Services from January 2001 to January 2009. Chief Financial Officer of several public companies.	Nil	Nil	Nil
Bev Incledon *Acton, Ontario* Vice-President of Research and Development	President of Concept 2 Clinic Inc. since January 2010. Vice President of Research and Development for Pacgen Biopharmaceutics Corporation from April 2009 to January 2010. Director of Research and Development for Eli Lilly Canada, Inc. from April 2006 to April 2009.	Nil	Nil	Nil
Robbie Grossman *Toronto, Ontario* Corporate Secretary	Corporate finance and securities lawyer at McMillan LLP since September 2013 and at Garfinkle Biderman LLP from February 2004 to September 2013. Director and officer of several public and private companies.	33,333	0.18%	0.17%

Audit Committee

Following the completion of the Amalgamation, the board of directors of the Resulting Issuer will establish an Audit Committee. The mandate of the Audit Committee shall be to ensure the Resulting Issuer effectively maintains the necessary management systems and controls to allow for timely and accurate reporting for the purpose of safeguarding shareholder value and to meet all relevant regulatory requirements and to provide recommendations to the board of directors in the area of management systems and controls. The proposed members of the Audit Committee are William Jackson (Chair), Carlo Sansalone and Craig Leon.

Management

None of the proposed management of the Resulting Issuer has entered into a non-competition or non-disclosure agreement with Mercury, Revive or the Resulting Issuer. The following sets out details respecting the proposed management and directors of the Resulting Issuer:

Fabio Chianelli, Chief Executive Officer (Age: 36)

Fabio Chianelli is the founder and President of Revive, and has been the President of Fabiotech Inc., a life sciences consultancy, since April 2004. From January 2000 to January 2012, Mr. Chianelli held senior roles in investor relations, business development, and marketing and sales with Generex Biotechnology Corporation. Mr. Chianelli also served as a business consultant to Titan Medical Inc. (TSXV: TMD) from July 2008 to February 2013. Mr. Chianelli received his Bachelor of Commerce from Ryerson University. As an employee (Chief Executive Officer) of the Resulting Issuer, he will devote approximately 100% of his time to the affairs of the Resulting Issuer.

Craig Leon, Director (Age: 46)

Craig Leon will serve as the Chairman of the Board of the Resulting Issuer. Mr. Leon served as the Chief Executive Officer and Chairman of the Board of Titan Medical Inc. (TSXV: TMD) from July 2008 to March 2013. From August 2003 to July 2009, Mr. Leon served as Chief Operating Officer and Chief Financial Officer of Redwood Asset Management Inc. and was registered with GrowthQuest Capital Inc. as an associate portfolio manager. From June 2000 to July 2003, Mr. Leon served as a consultant to Generex

Biotechnology Corporation. Mr. Leon was co-founder and Chief Operating Officer at MiFund.com Inc. from 1999 to 2000. Mr. Leon received his undergraduate degree from McGill University and obtained his Masters of Business Administration from York University. As a director of the Resulting Issuer, he will devote his time to the Resulting Issuer on an as needed basis.

Carlo Sansalone, Director (Age: 36)

Mr. Sansalone holds a B.Comm from Ryerson University and he has been the President of Sanscon Construction Ltd. since 1999. As a director of the Resulting Issuer, he will devote his time to the Resulting Issuer on an as needed basis.

William Jackson, Director (Age: 55)

William Jackson is currently Chief Executive Officer of Atwill Medical Solutions. Mr. Jackson was a co-founder of Covalon Technologies Ltd. (TSXV: COV) and held senior management roles such as Chief Financial Officer, Chief Operating Officer and Chief Business Officer, and director from December 2004 to January 2013. Mr. Jackson served as a director of Titan Medical Inc. (TSXV: TMD) from April 2008 to June 2010. As a director of the Resulting Issuer, he will devote his time to the Resulting Issuer on an as needed basis.

Carmelo Marrelli, Chief Financial Officer (Age: 42)

Mr. Marrelli holds a Bachelor of Commerce degree from the University of Toronto and is qualified as a Chartered Accountant and as a Certified General Accountant in Canada. Mr. Marrelli has been a principal of Marrelli Support Services Inc., a firm providing administration services to Canadian public companies, since February 2009 and, prior to February 2009, a partner with Marrelli & Drake Corporate Services (formerly Duguay & Ringler Corporate Services) (a firm providing administration services to Canadian public companies). Mr. Marrelli also serves as the Chief Financial Officer of several publicly-listed junior mining companies and as a director of Odyssey Resources Limited (ODX:TSXV). As the Chief Financial Officer of the Resulting Issuer, he will devote his time to the Resulting Issuer on an as needed basis, as a consultant.

Bev Incledon, Vice-President of Research and Development (Age: 46)

Dr. Bev Incledon serves as Revive's Vice President of Research and Development and brings more than 20 years of pharmaceutical industry experience, including drug discovery, product development, and portfolio management. Dr. Incledon is currently President of Concept 2 Clinic Inc., a research and development management company. His previous roles include Vice President of Research and Development for Pacgen Biopharmaceutics Corporation from April 2009 to January 2010, and Director of Research and Development for Eli Lilly Canada, Inc. from April 2006 to April 2009. Dr. Incledon also held various research and scientific positions at Glaxo Wellcome Inc. (Canada) from August 1998 to April 2000, University of Guelph from September 1993 to January 1994, Syntex Inc. from May 1991 to January 1994, and the Canadian Red Cross Society from May 1990 to May 1991. Dr. Incledon was a Post Doctoral Fellow at Cornell University from December 1997 to August 1998, and obtained his Ph.D. degree in Biophysics from the University of Guelph in 1998. As the Vice-President of Research and Development of the Resulting Issuer, he will devote approximately up to 30% of his time to the affairs of the Resulting Issuer.

Robbie Grossman, Corporate Secretary (Age: 39)

Mr. Grossman holds a LL.B. from the University of Windsor and a B.A. (Political Science) from Concordia University. Mr. Grossman was called to the Ontario bar in 2002. Mr. Grossman, an experienced securities partner, joined McMillan LLP in September 2013 after having been with Garfinkle Biderman LLP since 2004. He is a corporate finance, M&A and securities lawyer acting for public and private companies and securities dealers. Prior to joining Garfinkle Biderman LLP, Mr. Grossman was the founder and President of a publishing company. He is currently an officer and director of several reporting issuers. As the Corporate Secretary of the Resulting Issuer, he will devote his time to the Resulting Issuer on an as needed basis.

Promoter

Fabio Chianelli is the Promoter of Revive and the Resulting Issuer. Upon closing of the Amalgamation, Mr. Chianelli will become the Chief Executive Officer and a director of the Resulting Issuer. For a description of the number and percentage of Resulting Issuer Shares to be beneficially owned, directly or indirectly, or over which direction or control will be exercised by Mr. Chianelli see above "*Information Concerning the Resulting Issuer - Directors and Officers of the Resulting Issuer*". For a description of the compensation to be paid to Mr. Chianelli, see also "*Information Concerning the Resulting Issuer - Proposed Executive Compensation*".

In September 2012 Revive paid a fee of £10,000 to Numedicus, an arm's length party, in consideration for entering into the REV-001 Agreements. In April 2013 ($10,000) and June 2013 ($15,000) Revive paid a fee of $25,000 to Xenexus, an arm's length party, in consideration for entering into the REV-002 Agreement.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, promoter or Control Person of the Resulting Issuer has, within the previous ten year period, been a director, officer, Insider or promoter of any other issuer that was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No director, officer, Insider, promoter or Control Person of the Resulting Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable security holder making a decision about the Amalgamation.

Personal Bankruptcies

No director, officer, Insider, promoter or Control Person of the Resulting Issuer, or a personal holding company of any such persons, has within the 10 years preceding the date of this Filing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflict of Interests

There may be potential conflicts of interest to which the directors, officers, Insiders and promoters of the Resulting Issuer may be subject in connection with the operations of the Resulting Issuer. The directors, officers, Insiders and promoters may be engaged in corporations or businesses which may be in competition with the search by the Resulting Issuer for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may

arise where a director, officer, Insiders or promoters will be in direct competition with the Resulting Issuer. See also "*Information Concerning the Resulting Issuer - Risk Factors*".

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers, other than Mercury:

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Bev Incledon	Pacgen Biopharmaceutics Corporation	TSXV	Vice President	Apr 2009	Jan 2010
Carmelo Marrelli	Newstrike Resources Ltd.	TSXV	CFO	May 2005	Current
	U3O8 Corp.	TSXV	CFO	Apr 2006	Jun 2010
	Probe Mines Limited	TSXV	CFO	Jan 2008	Current
	Odyssey Resources Limited	NEX	Director	Feb 2008	Current
	Reliant Gold Corp.	TSXV	CFO	Feb 2008	Jun 2013
	Spider Resources Inc.	TSXV	CFO	Jun 2008	Aug 2010
	Aranka Gold Inc.	TSXV	CFO	Aug 2008	Mar 2009
	BE Resources Inc.	TSXV	CFO	Nov 2007	Current
	Guyana Goldfields Inc.	TSX	CFO	Aug 2008	Apr 2010
	Guyana Precious Metals Inc.	TSXV	CFO	Aug 2008	Aug 2012
	Nitinat Minerals Corporation	TSXV	CFO	Feb 2008	Current
	Gossan Resources Limited	TSXV	CFO and Corporate Secretary	Feb 2009	Current
	Greencastle Resources Ltd.	TSXV	CFO	Mar 2009	Current
	Bridgeport Ventures Inc.	TSX	CFO and Corporate Secretary	Sep 2009	Dec 2012
	Petrolympic Ltd.	TSXV	CFO	Sep 2009	Current
	Sandspring Resources Ltd.	TSXV	CFO	Feb 2010	Nov 2010
	Rio Novo Gold Inc.	TSX	CFO	Apr 2010	Current
	Galway Resources Ltd.	TSXV	CFO	May 2010	Dec 2012
	Augen Gold Corp.	TSXV	CFO	Jun 2010	Nov 2011
	Goldbard Capital Corp./Eco (Atlantic) Oil and Gas	TSXV	CFO	Jun 2010	May 2012
	FMX Ventures Inc.	N/A	CFO	Jun 2010	Dec 2011
	Sintana Energy Inc.	TSXV	CFO	Aug 2010	Current
	China Opportunity Inc.	TSXV	CFO	Aug 2010	Aug 2011
			Corporate Secretary	Jun 2011	Aug 2011
	Angus Mining (Namibia) Inc.	TSXV	CFO	Sep 2010	Aug 2011
	Northquest Ltd.	TSXV	CFO	Nov 2010	Current
	Stream Ventures Inc.	N/A	CFO	Nov 2010	Current
	Cogitore Resources Inc.	TSXV	CFO	Jan 2011	Current
	Aldridge Minerals Inc.	TSXV	CFO	Mar 2011	Jun 2011
	Portex Minerals Inc. (formerly Strategic Resources Acquisition Corp.)	CNSX	CFO	Mar 2011	Aug 2013
	Bonanza Blue Corporation	N/A	CFO	Jun 2011	Current
	Eskay Mining Corporation	TSXV	CFO	Sep 2011	Current
	Grandview Gold Inc.	NEX	CFO	Dec 2011	Current
	Canadian Silver Hunter	TSXV	CFO	Jul 2011	Current
	Focused Capital Corp.	NEX	CFO	Jun 2010	Current
	Focused Capital II Corp.	TSXV	CFO and Director	Oct 2011	Current
	Deveron Resources Ltd.	TSXV	CFO	Aug 2011	Current
	Pebble Creek Mining Ltd.	TSXV	CFO	Mar 2012	July 2012
	Gensource Capital Corp.	TSXV	CFO and Corporate Secretary	Jun 2012	Current
	Manitou Gold Inc.	TSXV	CFO	Jun 2012	Current

Robbie Grossman	Mooncor Oil & Gas Corp.	TSXV	Secretary	Jun 2011	Current
			Assistant Secretary	Oct 2007	Jun 2011
	Canada Coal Inc. (formerly Mercury Capital Limited)	TSXV	Director	Jul 2010	Mar 2012
	Solid Gold Resources Corp.	TSXV	Director	Mar 2009	Oct 2013
			Corporate Secretary	May 2013	Oct 2013
			Assistant Secretary	Dec 2008	May 2013
	RedWater Energy Corp.	TSXV	Assistant Secretary	Mar 2011	Current
	Prospect Park Capital Corp.	TSXV	Director	Sep 2012	Current
			Corporate Secretary	Oct 2012	Current
	MCW Energy Group Limited	TSXV	Corporate Secretary	Oct 2012	Current
	Patient Home Monitoring Corp.	TSXV	Assistant Secretary	Jan 2012	Current
Craig Leon	Titan Medical Inc.	TSXV	Chairman and CEO	Jul 2008	Mar 2013
	Tarquin Group Inc. (formerly Growthgen Equity Inc.)	TSXV	Director	Jul 2004	Dec 2005
	GuestLogix Inc. (formerly Growthgen Equity Inc. II)	TSXV	Director	Jun 2006	Oct 2007
William Jackson	Covalon Technologies Ltd.	TSXV	Director and CFO	Dec 2004	Jan 2013
	Titan Medical Inc.	TSXV	Director	Apr 2008	Jun 2010

Scientific and Clinical Advisory Committee

Following the completion of the Amalgamation, the Resulting Issuer will establish a Scientific and Clinical Advisory Committee. The mandate of the Scientific and Clinical Advisory Committee shall be to assist the the Resulting Issuer by reviewing and evaluating the Resulting Issuer's research strategy and research, development and clinical programs. To accomplish this purpose, the Scientific and Clinical Advisory Committee will review and monitor the science, processes and procedures, and infrastructure underlying the Resulting Issuer's major discovery and clinical development programs. In general, the Scientific and Clinical Advisory Committee shall review, evaluate and report to management and the board of directors of the Resulting Issuer regarding strategy, plans and goals, as well as progress and performance, of the Resulting Issuer's clinical programs and research and development activities; shall advise management and the board of directors of the Resulting Issuer regarding scientific merit of technology or products involved in licensing and acquisition opportunities; shall review and evaluate the infrastructure and resources made available by the Resulting Issuer for its clinical programs and research and development projects, and make recommendations as appropriate if the infrastructure and/or resources are insufficient, in the opinion of the Scientific and Clinical Advisory Committee, to accomplish the Resulting Issuer's clinical development programs and research and development projects; shall identify and discuss significant emerging regulatory, research and scientific issues and trends and competitive activity, including their potential impacts on any of the Resulting Issuer's programs, plans, or policies relating to its clinical programs and research and development activities; and shall perform such other duties and responsibilities as may be assigned to it, from time to time, by the management and/or the board of directors of the Resulting Issuer.

The following sets out details respecting the proposed members of the Scientific and Clinical Advisory Committee of the Resulting Issuer:

Dr. David Cavalla

David Cavalla has 28 years experience in various senior scientific and commercial roles within the pharmaceutical industry. He is currently involved with a number of biotech companies at the board level. Previously he was founder and CEO of Arachnova Ltd., a company focused on therapeutic switching, from which he exited as a result of a trade sale. Previous affiliations included Glaxo Group Research Ltd. and Napp Research Centre, where he was Head of Biosciences. He is the author of Modern Strategy for Pharmaceutical R&D -- Towards the Virtual Research Centre, and an early advocate of drug repurposing. He frequently contributes articles on pharmaceutical strategy and is on the editorial board of Drug Discovery Today. Formerly he was Chairman of the Society for Medicines Research. He obtained a first degree and PhD at Cambridge University and spent two years as a visiting Fellow at the National Institute of Mental Health, Washington, DC. He is author/inventor of over 70 published papers and patents.

Dr. Rudolf-Giesbert Alken, MD, PhD

Dr. Rudolf-Giesbert Alken is a clinical pharmacologist with internal medicine background. He is an approved specialist for pharmacology and toxicology and has broad experience in drug research and development. Dr. Alken has a track record of successfully planning, carrying out, evaluating and supervising more than 200 clinical trials in phase I-IV.

Dr. Albert Dahan

Dr. Albert Dahan is Head of Research and Head of the Anesthesia and Pain Research Unit and Staff Anesthesiologist at Leiden University Medical Center, The Netherlands. Dr. Dahan is also a Professor of Anesthesiology at Leiden University Medical Center. Dr. Dahan has published in the area of opioid-induced respiratory depression and he has conducted a number of clinical trials in the field of pain and respiratory depression. Additionally, Dr. Dahan's publishing accomplishments include over 230 peer-reviewed publications and is a regular reviewer of publications in journals such as Pain, Anesthesiology and the British Journal of Anaesthesia. Dr. Dahan is an Associate Editor of the journal of the American Society of Anesthesiologists (ASA) Anesthesiology, Editor of the Open Anesthesiology Journal and BMC Anesthesiology and section editor of F1000 (Faculty of 1000).

None of the foregoing proposed members of the Scientific and Clinical Advisory Committee of the Resulting Issuer holds, directly or indirectly, control or direction over, any securities of Mercury or Revive, or upon completion of the Amalgamation, the Resulting Issuer.

Proposed Executive Compensation of the Resulting Issuer

Compensation Discussion and Analysis

The objectives, criteria and analysis of the compensation of the executive officers of the Resulting Issuer will be substantially, if not, identical to how Revive currently compensates its executive officers. See "*Information Concerning Revive - Executive Compensation*".

However, it is anticipated that from time to time stock options will be granted to provide an incentive to the participants in the Mercury Option Plan, which will be the stock option plan of the Resulting Issuer, to achieve the longer-term objectives of the Resulting Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Resulting Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Resulting Issuer. The Resulting Issuer will award stock options to the participants based upon the recommendation of the Chief Executive Officer of the Resulting Issuer, other than directors, whose awards will be agreed to by the board of directors as a whole. Previous grants of incentive stock options will be taken into account when considering new grants.

The Resulting Issuer has no other forms of compensation, although payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services will paid for by the Resulting Issuer at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Summary Compensation Table

The following table sets forth the anticipated compensation to be paid or awarded to the two executive officers of the Resulting Issuer, for the 12-month period after giving effect to the Amalgamation:

				Non-equity incentive plan compensation ($)				
Name and principal position	**Salary ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Annual incentive plans ($)**	**Long term incentive plans ($)**	**Pension value ($)**	**All other compen-sation ($)**	**Total compen-sation ($)**
Fabio Chianelli (Chief Executive Officer)	175,000	N/A	See Note 1	N/A	N/A	N/A	Nil	175,000
Carmelo Marrelli (Chief Financial Officer)	15,000[(2)]	N/A	See Note 1	N/A	N/A	N/A	Nil	15,000

Notes:

(1) While there are no current plans to grant incentive stock options, management of the Resulting Issuer cannot predict the number of options that will be granted in the ensuing year.

(2) To be paid directly to Marrelli Support Services Inc., a private company which is wholly-owned by Mr. Marrelli, pursuant to a consulting agreement dated July 14, 2013 between Revive, Marrelli Support Services Inc. and Mr. Marrelli for the Chief Financial Officer services to be provided by Mr. Marrelli to the Resulting Issuer effective as of the date the Resulting Issuer Shares commence trading on the Exchange.

Incentive Plan Awards

Except as described herein, the Resulting Issuer does not currently intend to issue the executive officers of the Resulting Issuer or the directors of the Resulting Issuer any share-based awards and option-based awards during the 12 months following Completion of the Qualifying Transaction. In addition, no benefits are proposed to be paid to any of the executive officers of the Resulting Issuer or director of the Resulting Issuer under any pension or retirement plan or under any deferred compensation plan during the 12 months following Completion of the Qualifying Transaction.

The Resulting Issuer does not currently intend to provide its directors with any compensation for attending any meetings of the board of directors of the Resulting Issuer or any committee thereof.

Pension Plan Benefits

The Resulting Issuer does not intend to enact any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

The directors of the Resulting Issuer may enter into employment agreements with certain members of its management team upon or after closing of the Amalgamation. Such employment agreements may contain termination or change of control benefits in favour of such persons.

Director Compensation

Upon Completion of the Qualifying Transaction the directors of the Resulting Issuer will determine how much, if any, compensation will be paid to directors for services rendered to the Resulting Issuer by them in that capacity. Such incentives are anticipated to be in the form of incentive stock options pursuant to the Mercury Option Plan. It is not anticipated that directors who are otherwise employed by or engaged to provide services to the Resulting Issuer will be paid an annual director's fee or be paid any cash compensation.

Share-Based Awards, Option-based Awards and Non-Equity Incentive Plan Compensation

Other than granting options under the Mercury Option Plan, the Resulting Issuer has no plans to grant any share-based awards, option based awards or to establish any non-equity incentive plans.

Indebtedness of Directors and Officers

No director or officer of Mercury or Revive or person who acted in such capacity in the last financial year of Mercury or Revive, or proposed director or officer of the Resulting Issuer, or any Associate of any such director or officer is, or has been, at any time since the beginning of the most recently completed financial year of Mercury or Revive, indebted to Mercury or Revive nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Mercury or Revive.

Investor Relations Arrangements

No investor relations arrangements have been made on behalf of the Resulting Issuer as of the date of this Filing Statement.

Options to Purchase Securities

Upon the completion of the Amalgamation an aggregate of 66,666 Resulting Issuer Shares are anticipated to be reserved for issuance pursuant to the following options:

Optionee	Type of Option	Resulting Issuer Shares Issuable	Exercise Price Per Resulting Issuer Share	Expiry Date
Thomas Sears	Incentive Stock Option	25,558	$0.30	July 9, 2023[(1)]
Robbie Grossman	Incentive Stock Option	25,558	$0.30	July 9, 2023
Dr. Reiza Rayman	Incentive Stock Option	25,558	$0.30	July 9, 2023[(2)]
Anton Konovalov	Incentive Stock Option	27,782	$0.30	July 9, 2023[(2)]
Carlo Sansalone	Incentive Stock Option	40,375	$0.30	July 9, 2023
Scott Johnson	Incentive Stock Option	40,375	$0.30	July 9, 2023[(2)]

Notes:

(1) Current officer and director of Mercury who will be resigning upon completion of the Amalgamation. Expiry of options will be accelerated to the date that is 12 months after the Completion of the Qualifying Transaction.

(2) Current director of Mercury who will be resigning upon completion of the Amalgamation. Expiry of options will be accelerated to the date that is 12 months after the Completion of the Qualifying Transaction.

Stock Option Plan of the Resulting Issuer

After completion of the Amalgamation, the Mercury Option Plan will be the incentive stock option plan of the Resulting Issuer. See "Information Concerning Mercury - Stock Option Plan and Options Granted" for a summary of the plan.

Escrowed Securities

An aggregate of 666,665 Mercury Shares are held in escrow as CPC Escrow Shares with Computershare under the provisions of the CPC Escrow Agreement required in connection with the Mercury IPO. Following completion of the Amalgamation all such 666,665 Mercury Shares will continue to be held in escrow with Computershare. In addition, Mercury and Revive expect that 9,873,333 of the Consideration Shares will be subject to escrow as a result of the Amalgamation.

CPC Escrow Shares

The following table sets out, as of the date hereof and to the knowledge of Mercury and Revive, the name and municipality of residence of the securityholders whose Resulting Issuer Shares will be CPC Escrow Shares.

		Prior to Giving Effect to the Amalgamation and the Private Placement		After Giving Effect to the Amalgamation and the Private Placement Number of Securities Held in Escrow and Percentage of Class[(1)]	
Name and Municipality of Residence of Shareholder	**Designation of Class**	**Number of Securities Held in Escrow**	**Percentage of Class**	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Thomas Sears *Toronto, Ontario*	common shares	33,333	1.80%	33,333 (0.18%)	33,333 (0.17%)
Robbie Grossman *Toronto, Ontario*	common shares	33,333	1.80%	33,333 (0.18%)	33,333 (0.17%)
Dr. Reiza Rayman *London, Ontario*	common shares	33,333	1.80%	33,333 (0.18%)	33,333 (0.17%)
Anton Konovalov *Toronto, Ontario*	common shares	100,000	5.40%	100,000 (0.54%)	100,000 (0.51%)
Carlo Sansalone *Vaughan, Ontario*	common shares	233,333	12.60%	233,333[(2)] (1.26%)	233,333[(2)] (1.18%)
Scott Johnson *Aurora, Ontario*	common shares	233,333	12.60%	233,333 (1.26%)	233,333 (1.18%)
		666,665	**36.00%**	**666,665 (3.61%)**	**666,665 (3.37%)**

Notes:

(1) Assuming that no Subscription Receipts are purchased by such shareholder under the Private Placement and before the exercise of any convertible securities of the Resulting Issuer.

(2) Not including 833,333 Resulting Issuer Shares Mr. Sansalone will hold subject to a Value Security Escrow Agreement. See "Information Concerning the Resulting Issuer - Escrowed Securities - Escrowed Shares".

Under the CPC Escrow Agreement, 10% of the CPC Escrow Shares will be released from escrow on the date of issuance of the Final Exchange Bulletin and an additional 15% will be released on each of the dated which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the release of the Final Exchange Bulletin.

If the Resulting Issuer meets the Exchange's Tier 1 initial listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the CPC Escrow Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of CPC Escrow Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, CPC Escrow Shares will not be released. Under the CPC Escrow Agreement, each Non Arm's Length Party to Mercury who holds escrowed Mercury Shares acquired at a price below $0.30 has irrevocably authorized and directed Computershare to immediately cancel all of those CPC Escrow Shares upon the issuance by the Exchange of a bulletin delisting the Mercury Shares.

Escrowed Shares

All of the Consideration Shares, namely 9,873,333, issued to principals of the Resulting Issuer, or which are controlled or directed by principals, will be placed in value security escrow agreements ("**Value Security Escrow Agreements**") for Tier II issuers.

The following table lists the names of beneficial owners of the securities that will be subject to the Value Security Escrow Agreements and the number of securities held by each.

		Prior to Giving Effect to the Amalgamation and the Private Placement		After Giving Effect to the Amalgamation and the Private Placement Number of Securities Held in Escrow and Percentage of Class[1]	
Name and Municipality of Residence of Shareholder	**Designation of Class**	**Number of Securities Held in Escrow**	**Percentage of Class**	**Assuming the Minimum Offering**	**Assuming the Maximum Offering**
Fabio Chianelli *Woodbridge, Ontario*	common shares	Nil	Nil	8,520,000 (46.09%)	8,520,000 (43.06%)
Craig Leon *Toronto, Ontario*	common shares	Nil	Nil	520,000 (2.81%)	520,000 (2.63%)
Carlo Sansalone *Vaughan, Ontario*	common shares	233,333[2]	12.60%[2]	833,333[3] (4.51%)	833,333[3] (4.21%)
		233,333	**12.60%**	**9,873,333 (53.41%)**	**9,873,333 (49.90%)**

Notes:

(1) Assuming that no Subscription Receipts are purchased by such shareholder under the Private Placement and before the exercise of any convertible securities of the Resulting Issuer.

(2) Mr. Sansalone currently holds 233,333 CPC Escrow Shares subject to the CPC Escrow Agreement. See "Information Concerning the Resulting Issuer - Escrowed Securities - CPC Escrow Shares".

(3) Not including 233,333 Resulting Issuer Shares Mr. Sansalone will hold subject to the CPC Escrow Agreement. See "Information Concerning the Resulting Issuer - Escrowed Securities - CPC Escrow Shares".

The Value Security Escrow Agreements provide for a three year escrow release mechanism with 10% of the escrowed securities releasable at the time of the Final Exchange Bulletin, and 15% on each of the dates which are 6, 12, 18, 24, 30 and 36 months after the Final Exchange Bulletin.

If the Resulting Issuer meets the Exchange's Tier 1 minimum listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the foregoing escrowed Resulting Issuer Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

Transfer of Escrow Shares

Where escrowed shares are to be held by a company, such company will be required to agree not to carry out, while its escrowed shares are in escrow, any transaction that would result in the change of control of the company. Any such company will be required to further undertake to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities which could reasonably result in a change of control of the company.

All holders of escrowed shares must obtain Exchange consent to transfer Resulting Issuer Shares then subject to escrow, other than in specified circumstances set out in the applicable escrow agreement.

Auditors

See "*Information Concerning Mercury - Auditor, Transfer Agents and Registrars*".

Transfer Agent and Registrar

See "*Information Concerning Mercury - Auditor, Transfer Agents and Registrars*".

Risk Factors

The current business of Revive will be the business of the Resulting Issuer upon completion of the Amalgamation. Due to the nature of that business, the legal and economic climate in which the Resulting Issuer operates and the present stage of development of its business, the Resulting Issuer may be subject to significant risks. An investment in the Resulting Issuer Shares should be considered highly speculative, not only due to the nature of Revive's existing business and operations, but also because of the uncertainty related to completion of the Amalgamation and Private Placement. The Resulting Issuer's future development and actual operating results may be very different from those expected as at the date of this Filing Statement. There can be no certainty that the Resulting Issuer will be able to implement successfully the strategy set out herein. No representation is or can be made as to the future performance of the Resulting Issuer and there can be no assurance that the Resulting Issuer will achieve its objectives. In addition to the other information in this Filing Statement, an investor should carefully consider each of, and the cumulative effect of, the following factors, which assume the completion of the Amalgamation.

An investment in the Resulting Issuer's shares should be considered highly speculative due to the nature of Revive's business and the present stage of its development. Upon completion of the Amalgamation, all of the risks described below in respect of Revive will apply equally to the Resulting Issuer. In evaluating Revive and its business, shareholders should carefully consider, in addition to the other information contained in this Filing Statement, the following risk factors. These risk factors are not a definitive list of all risk factors associated with the Resulting Issuer, Revive or in connection with either of their operations. It is believed that these are the factors that could cause actual results to be different from expected and historical results. You should not rely upon forward-looking statements as a prediction of future results. Additional risks and uncertainties that Revive is unaware of, or that Revive currently deems to be immaterial, may also become important factors that affect the Resulting Issuer. If any of the risks actually occur, the business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of Mercury's or the Resulting Issuer's shares, as applicable, could decline and the shareholder could lose all or part of his or her investment.

History of Operating Losses

To date, Revive has not recorded any revenues from the sale of diagnostic or therapeutic products. Since incorporation, Revive has accumulated net losses and expects such losses to continue as it commences product and clinical development and eventually enters into license agreements for its technology. Management expects to continue to incur substantial operating losses unless and until such time as product sales generate sufficient revenues to fund continuing operations. Mercury has neither a history of earnings nor has it paid any dividends and it is unlikely to pay dividends or enjoy earnings in the immediate or foreseeable future. There is no assurance that Mercury will produce a profit after the successful acquisition of Revive.

Early Stage Development

Revive has not begun to market any product or to generate revenues. The Resulting Issuer expects to spend a significant amount of capital to fund research and development and on further laboratory, animal studies and clinical trials. As a result, the Resulting Issuer expects that its operating expenses will increase significantly and, consequently, it will need to generate significant revenues to become profitable. Even if the Resulting Issuer does become profitable, it may not be able to sustain or increase profitability on a quarterly or annual basis. The Resulting Issuer cannot predict when, if ever, it will be profitable. There can be no assurances that the intellectual property of Revive, or other technologies it may acquire, will meet applicable regulatory standards, obtain required regulatory approvals, be capable of being produced in commercial quantities at reasonable costs, or be successfully marketed. The Resulting Issuer will be undertaking additional laboratory, animal studies and clinical studies with respect to the intellectual property of Revive, and there can be no assurance that the results from such studies or trials will result in a commercially viable product or will not identify unwanted side effects.

Ability to Manage Growth

Recent rapid growth in all areas of Revive's business has placed, and is expected to continue to place, a significant strain on its managerial, operational and technical resources. The Resulting Issuer expects operating expenses and staffing levels to increase in the future. To manage such growth, the Resulting Issuer must expand its operational

and technical capabilities and manage its employee base while effectively administering multiple relationships with various third parties. There can be no assurance that the Resulting Issuer will be able to manage its expanding operations effectively. Any failure to implement cohesive management and operating systems, to add resources on a cost-effective basis or to properly manage the Resulting Issuer's expansion could have a material adverse effect on its business and results of operations.

Unproven Market

The Resulting Issuer believes that the anticipated market for its potential products and technologies will continue to exist and expand. These assumptions may prove to be incorrect for a variety of reasons, including competition from other products and the degree of commercial viability of the potential product.

Manufacturing, Pharmaceutical Development and Marketing Capability

The Resulting Issuer has no and does not expect to have any in-house manufacturing, pharmaceutical development or marketing capability. To be successful, a product must be manufactured and packaged in commercial quantities in compliance with regulatory requirements and in reasonable time frames and at accepted costs. The Resulting Issuer intends to contract with third parties to develop its products. No assurance can be given that the Resulting Issuer or its suppliers will be able to meet the supply requirements of the Resulting Issuer in respect of the product development or commercial sales. Production of therapeutic products may require raw materials for which the sources and amount of supply are limited, or may be hindered by quality or scheduling issues in respect of the third party suppliers over which the Resulting Issuer has limited control. An inability to obtain adequate supplies of raw materials could significantly delay the development, regulatory approval and marketing of a product. The Resulting Issuer has limited in-house personnel to internally manage all aspects of product development, including the management of multi-center clinical trials. The Resulting Issuer is significantly reliant on third party consultants and contractors to provide the requisite advice and management. There can be no assurance that the clinical trials and product development will not encounter delays which could adversely affect prospects for the Resulting Issuer's success.

To be successful, an approved product must also be successfully marketed. The market for the Resulting Issuer's product being developed by the Resulting Issuer may be large and will require substantial sales and marketing capability. At the present time, neither Mercury nor Revive has any internal capability to market pharmaceutical products. The Resulting Issuer intends to enter into one or more strategic partnerships or collaborative arrangements with pharmaceutical companies or other companies with marketing and distribution expertise to address this need. If necessary, the Resulting Issuer will establish arrangements with various partners for geographical areas. There can be no assurance that the Resulting Issuer can market, or can enter into a satisfactory arrangement with a third party to market a product in a manner that would assure its acceptance in the market place. However, if a satisfactory arrangement with a third party to market and/or distribute a product is obtained; the Resulting Issuer will be dependent on the corporate collaborator(s) who may not devote sufficient time, resources and attention to the Resulting Issuer's programs, which may hinder efforts to market the products. Should the Resulting Issuer not establish marketing and distribution strategic partnerships and collaborative arrangements on acceptable terms, and undertake some or all of those functions, the Resulting Issuer will require significant additional human and financial resources and expertise to undertake these activities, the availability of which is not guaranteed.

The Resulting Issuer will rely on third parties for the timely supply of raw materials, equipment, contract manufacturing, and formulation or packaging services. Although the Resulting Issuer intends to manage these third party relationships to ensure continuity and quality, some events beyond the Resulting Issuer's control could result in complete or partial failure of these goods and services. Any such failure could have a material adverse effect on the financial conditions and result of operation of the Resulting Issuer.

Pre-Clinical Studies and Initial Clinical Trials are not Necessarily Predictive of Future Results

Pre-clinical studies and Phase I and Phase II clinical trials are primarily designed to test safety, to study pharmacokinetics and pharmacodynamics and to understand the side effects of product candidates at various doses and schedules. Success in pre-clinical 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. A number of companies in the life sciences industry have suffered significant setbacks in advanced clinical trials, even after positive results in earlier trials. Clinical results are frequently susceptible to varying interpretations that may delay, limit or prevent regulatory approvals. Negative or inconclusive results or adverse medical events during a clinical trial could cause a clinical trial to be delayed, repeated or terminated. Any pre-clinical data and the clinical results obtained for our technologies may not predict results from studies in larger numbers of subjects drawn from more diverse populations or in the commercial setting, and also may not predict the ability of our products to achieve their intended goals, or to do so safely.

Raw Materials and Product Supply

Raw materials and supplies are generally available in quantities to meet the needs of the Resulting Issuer's business. The Resulting Issuer will be dependent on third-party manufacturers for the pharmaceutical products that it markets. An inability to obtain raw materials or product supply could have a material adverse impact on the Resulting Issuer business, financial condition and results of operations.

Need for Additional Capital and Access to Capital Markets

Mercury anticipates that the Resulting Issuer will need additional capital to complete its current research and development programs. It is anticipated that future research, additional pre-clinical and toxicology studies and manufacturing initiatives, including that to prepare for market approval and successful product market launch will require additional funds. Further financing may dilute the current holdings of shareholders and may thereby result in a loss for shareholders. There can be no assurance that the Resulting Issuer will be able to obtain adequate financing, or financing on terms that are reasonable or acceptable for these or other purposes, or to fulfill the Resulting Issuer's obligations under the various license agreements. Failure to obtain such additional financing could result in delay or indefinite postponement of further research and development of the Resulting Issuer's technologies with the possible loss of license rights to these technologies.

Competition

The market for Revive's technology is highly competitive. The Resulting Issuer will compete with other research teams who are also examining potential therapeutics with regards to respiratory and breathing disorders, gout, rare diseases, cognitive dysfunction, and central nervous system disorders. Many of its competitors have greater financial and operational resources and more experience in research and development than the Resulting Issuer will. These and other companies may have developed or could in the future develop new technologies that compete with the Resulting Issuer's technologies or even render its technologies obsolete.

Competition in Revive's markets is primarily driven by (i) timing of technological introductions, (ii) ability to develop, maintain and protect proprietary products and technologies, and (iii) expertise of research and development team.

Intellectual Property

Revive's success depends to a significant degree upon its ability to develop, maintain and protect proprietary products and technologies. Revive files patent applications in the United States, Canada, Europe, and selectively in other foreign countries as part of its strategy to protect its proprietary products and technologies. However, patents provide only limited protection of Revive's intellectual property. The assertion of patent protection involves complex legal and factual determinations and is therefore uncertain and expensive. Revive cannot provide assurances that patents will be granted with respect to any of its pending patent applications, that the scope of any of its patents will be sufficiently broad to offer meaningful protection, or that it will develop additional proprietary technologies that are patentable. Revive's current patents could be successfully challenged, invalidated or circumvented. This could result in Revive's patent rights failing to create an effective competitive barrier. Losing a significant patent or failing to get a patent to issue from a pending patent application that Revive considers significant could have a material adverse effect on Revive's business. The laws governing the scope of patent coverage in various countries continue to evolve. The laws of some foreign countries may not protect Revive's intellectual property rights to the same extent as the laws of Canada and the United States. If Revive is successful in obtaining one or more patents, it will only hold them in selected countries. Therefore, third parties may be able to

replicate Revive technologies covered by Revive's patents in countries in which it does not have patent protection.

Litigation to Protect the Resulting Issuer's Intellectual Property

The Resulting Issuer's future success and competitive position depends in part upon its ability to maintain its intellectual property portfolio. There can be no assurance that any patents will be issued on any existing or future patent applications. Even if such patents are issued, there can be no assurance that any patents issued or licensed to the Resulting Issuer will not be challenged. The Resulting Issuer's ability to establish and maintain a competitive position may be achieved in part by prosecuting claims against others who it believes to be infringing its rights. In addition, enforcement of the Resulting Issuer's patents in foreign jurisdictions will depend on the legal procedures in those jurisdictions. Even if such claims are found to be invalid, the Resulting Issuer's involvement in intellectual property litigation could have a material adverse effect on its ability to distribute any products that are the subject of such litigation. In addition, the Resulting Issuer's involvement in intellectual property litigation could result in significant expense, which could materially adversely affect the use responsibilities, whether or not such litigation is resolved in the Resulting Issuer's favour.

Legal Proceedings

In the course of the Resulting Issuer's business, the Resulting Issuer may from time to time have access to confidential or proprietary information of third parties, and these parties could bring a claim against the Resulting Issuer asserting that it has misappropriated their technologies and had improperly incorporated such technologies into the Resulting Isseur's products. Due to these factors, there remains a constant risk of intellectual property litigation affecting the Resulting Issuer's business. In the future, the Resulting Issuer may be made a party to litigation involving intellectual property matters and such actions, if determined adversely, could have a material adverse effect on Revive.

Dependence upon Management

Although the Resulting Issuer is expected to have experienced senior management and personnel, the Resulting Issuer will be substantially dependent upon the services of a few key personnel, particularly Fabio Chianelli, for the successful operation of its business. The loss of the services of any of these personnel could have a material adverse effect on the business of the Resulting Issuer. The Resulting Issuer may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. If it loses any of these persons, or is unable to attract and retain qualified personnel, its business, financial condition and results of operations may be materially and adversely affected.

Lack of Supporting Clinical Data

The clinical effectiveness and safety of any of Revive's current or future products is not yet supported by clinical data and the medical community has not yet developed a large body of peer reviewed literature that supports the safety and efficacy of the Revive's products. If future studies call into question the safety or efficacy of the Revive's products, the Revive's business, financial condition or results of operations could be adversely affected.

Research and Development Risk

A principal component of the Revive's business strategy is to expand its product offering to fully exploit the core technologies that have been licensed from Numedicus and assigned patent application from Xenexus. As such, Revive's organic growth and long-term success is primarily dependent on its ability to successfully develop new and current products and it will likely incur significant research and development expenditures. Revive cannot be certain that any investment in research and development will yield technically feasible or commercially viable products. Furthermore, its ability to discover and develop products will depend on its ability to:

- retain key scientists as employees or partners;
- identify high quality therapeutic targets;
- identify potential drug candidates;
- develop products internally;
- successfully complete laboratory testing and clinical trials on humans;
- obtain and maintain necessary intellectual property rights to the Revive's products;
- obtain and maintain necessary United States and other regulatory approvals for conducting clinical trials;
- obtain and maintain necessary United States and other regulatory approvals for its products;
- collaborate with third parties to assist in the development of its products; and
- enter into arrangements with third parties to co-develop, license, and commercialize its products.

Revive may not be successful in discovering and developing drug products. Failure to so introduce and advance new and current products could materially and adversely affect the Revive's operations and financial condition.

Pre-Clinical and Clinical Development Risks

Revive must demonstrate the safety and efficacy of REV-001 and REV-002 (and any other products it develops) through, among other things, extensive pre-clinical and clinical testing. The Company's research and development programs are at an early stage of development. Numerous unforeseen events during, or as a result of, the testing process could delay or prevent commercialization of any products the Company develops, including (i) the results of pre-clinical and clinical studies may be inconclusive, may demonstrate potentially unsafe drug characteristics, or may not be indicative of results that will be obtained in human clinical trials, and (ii) the safety and efficacy results attained in the pre-clinical and clinical studies may not be indicative of results that are obtained in later clinical trials; and after reviewing pre-clinical and clinical study results, the Company or its partners or collaborators may abandon projects that were previously thought to be promising.

Pre-clinical and clinical studies are very expensive, can run into unexpected difficulties and the outcomes are uncertain. Revive's pre-clinical and clinical studies for REV-001 and REV-002 are expected to take 12 months to complete. The data collected from the Revive's pre-clinical and clinical studies for REV-001 and REV-002 (or any other products Revive develops) may not be sufficient to support the regulatory approval of human testing of such product(s). Pre-clinical and clinical studies of Revive's products may not be completed on schedule or on budget. Revive's failure to complete its pre-clinical and clinical studies on schedule or on budget, or its failure to adequately demonstrate the safety and efficacy of any of the products it develops, could delay or prevent regulatory approval of such products, which could adversely affect Revive's business, financial condition or results of operations.

Lack of Diversity

Larger companies have the ability to manage their risk through diversification. However, Revive currently lacks diversification, in terms of the nature of its business. As a result, Revive could potentially be more impacted by factors affecting the pharmaceutical development industry in general and Revive in particular than would be the case if the business was more diversified. Currently, Revive's primary focus is the development of REV-001 and REV-002. Accordingly, Revive is dependent on its ability to develop and commercialize REV-001 and REV-002 and any factor that materially adversely affects its ability to do so may have a material adverse effect on Revive's financial condition and results of operations.

Inability to Implement the Business Strategy

The growth and expansion of Revive's business is heavily dependent upon the successful implementation of Revive's business strategy. There can be no assurance that Revive will be successful in the implementation of its business strategy.

Regulatory Risk

Revive will require approval from the FDA and other foreign health regulatory bodies for conducting human clinical studies and will require approval from the FDA and equivalent organizations in other countries before any drugs can be marketed. There is no assurance that such approvals will be forthcoming. Furthermore, the exact nature of the studies these regulatory agencies will require is not known and can be changed at any time by the regulatory agencies, increasing the financing risk and potentially increasing the time to market Revive faces, which could adversely affect Revive's business, financial condition or results of operations.

Regulatory Compliance

In both domestic and foreign markets, the development, formulation, manufacturing, packaging, labelling, handling, distribution, import, export, licensing, sale and storage of pharmaceuticals are affected by a body of laws, governmental regulations, administrative determinations, including those by the Canada Food Inspection Agency and the FDA, court decisions and similar constraints. Such laws, regulations and other constraints can exist at the federal, provincial or local levels in Canada and at all levels of government in foreign jurisdictions. There can be no assurance that Revive and Revive's partners are in compliance with all of these laws, regulations and other constraints. Revive and its partners may be required to incur significant costs to comply with such laws and regulations in the future, and such laws and regulations may have an adverse effect on the business. The failure of Revive or its partners to comply with current or future regulatory requirements could lead to the imposition of significant penalties or claims and may have a material adverse effect on the business. In addition, the adoption of new laws, regulations or other constraints or changes in the interpretations of such requirements might result in significant compliance costs or lead Revive and its partners to discontinue product development and could have an adverse effect on the business.

International Operations

Revive's international operations expose it and its representatives, agents and distributors to risks inherent to operating in foreign jurisdictions which could materially adversely affect its operations and financial position. These risks include (i) country-specific taxation policies, (ii) imposition of additional foreign governmental controls or regulations, (iii) export license requirements, (iv) changes in tariffs and other trade restrictions, and (v) complexity of collecting receivables in a foreign jurisdiction.

Moreover, applicable agreements relating to business in foreign jurisdictions are governed by foreign laws and are subject to dispute resolution in the courts of, or through arbitration proceedings in, the country or region in which the parties are located or another jurisdiction agreed upon by the parties. Revive cannot accurately predict whether such forum will provide an effective and efficient means of resolving disputes that may arise in the future. Even if it obtains a satisfactory decision through arbitration or a court proceeding, Revive could have difficulty in enforcing any award or judgment on a timely basis or at all.

Private Placement

The closing of the Amalgamation is conditional on the successful completion of at least the Minimum Offering. In the event the gross proceeds of the Private Placement are not sufficient to meet the Resulting Issuer's estimated operating costs for a sufficient period of time post-closing so as to satisfy the initial listing requirements of the Exchange, the Amalgamation will not close as scheduled, if at all, and may be abandoned.

Completion of the Amalgamation and Exchange Approval

The completion of the Amalgamation is subject to several conditions precedent. There can be no assurances that the Amalgamation will be completed on the terms set out in the Amalgamation Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the Amalgamation may not be completed. In addition, there is no guarantee that the Resulting Issuer will be able to satisfy the requirements of the Exchange such that it will issue the Final Exchange Bulletin.

Issuance of Debt

From time to time, the Resulting Issuer may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may increase the Resulting Issuer's debt levels above industry standards. The level of the Resulting Issuer's indebtedness from time to time could impair the Resulting Issuer's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Conflicts of Interest

Certain of the directors of the Resulting Issuer are also directors and officers of other companies, some of which may be in the pharmaceutical sector, and conflicts of interest may arise between their duties as directors of the Resulting Issuer and as officers and directors of such other companies. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under the applicable corporate statute.

Dilution and Future Issuances of Resulting Issuer Shares

The Resulting Issuer may issue additional Resulting Issuer Shares in the future, which may dilute a shareholder's holdings in the Resulting Issuer. The Resulting Issuer's articles permit the issuance of an unlimited number of Resulting Issuer Shares and an unlimited number of preferred shares, issuable in series, and the shareholders of the Resulting Issuer will have no pre-emptive rights in connection with such further issuances. The board of directors of the Resulting Issuer has the discretion to determine the provisions attaching to any series of preferred shares and the price and the terms of issue of further issuances of Resulting Issuer Shares.

Risk of Third Party Claims for Infringement

A third party may claim that the Resulting Issuer has infringed such third party's rights or may challenge the right of the Resulting Issuer to its intellectual property. In such event, the Resulting Issuer will undertake a review to determine what, if any, action should be taken with respect to such claim. Any claim, whether or not with merit, could be time consuming to evaluate, result in costly litigation, cause delays in the operations of the Resulting Issuer or the development of its intellectual property or require the Resulting Issuer to enter into licensing arrangements that may require the payment of a licence fee or royalties to the owner of the intellectual property. Such royalty or licensing arrangements, if required, may not be available on terms acceptable to the Resulting Issuer.

PART V - GENERAL MATTERS

Sponsorship and Agent Relationship

Agent

The Agent (Hampton Securities Limited, 141 Adelaide Street West, Suite 1800, Toronto, Ontario M5H 3L5) has been engaged to act as lead agent for the Private Placement. The employees, officers and directors of the Agent do not own any securities of Revive or Mercury.

Relationships

Other then the Agent who has been engaged to act as lead agent for the Private Placement, neither Mercury nor Revive has entered into any agreement with any registrant to provide sponsorship or corporate finance services. See "*The Transaction – Private Placement*".

Experts

Interest of Experts

No person or Company whose profession or business gives authority to a statement made by the person or Company and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Resulting Issuer, or an Associate or Affiliate.

Expert Reports

There have been no other expert reports prepared to support the recommendation of the board of directors of Mercury and Revive.

Other Material Facts

Mercury and Revive are not aware of any other material facts relating to Mercury, Revive or the Resulting Issuer or to the Amalgamation that are not disclosed under the preceding items and are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to Mercury, Revive and the Resulting Issuer, assuming completion of the Amalgamation, other than those set forth herein.

Approval of Mercury Board and Revive Board

The contents of this Filing Statement and the appendices attached hereto have been approved by the directors of Mercury and Revive.

CERTIFICATE OF MERCURY CAPITAL II LIMITED

DATED November 26, 2013

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Mercury Capital II Limited assuming Completion of the Qualifying Transaction.

(signed) "*Thomas Sears*"
Thomas Sears, Chief Executive Officer

(signed) "*Thomas Sears*"
Thomas Sears, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF MERCURY CAPITAL II LIMITED

(signed) "*Anton Konovalov*"
Anton Konovalov

(signed) "*Scott Johnson*"
Scott Johnson

CERTIFICATE OF REVIVE THERAPEUTICS INC.

The foregoing as it relates to Revive Therapeutics Inc. constitutes full, true and plain disclosure of all material facts relating to the securities of Revive Therapeutics Inc.

DATED November 26, 2013

(signed) "*Fabio Chianelli*"
Fabio Chianelli, President

ON BEHALF OF THE BOARD OF DIRECTORS OF REVIVE THERAPEUTICS INC.

(signed) "*Fabio Chianelli*"
Fabio Chianelli

APPENDIX A
FINANCIAL STATEMENTS OF MERCURY CAPITAL II LIMITED

(see attached)

MERCURY CAPITAL II LIMITED

(A CAPITAL POOL COMPANY)

CONDENSED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JUNE 30, 2013

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

MERCURY CAPITAL II LIMITED
Condensed Interim Statement of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	As at June 30, 2013	As at March 31, 2013
Assets		
Current		
Funds held in trust (Note 3)	**$ 76,648**	$ 88,700
Prepaid expenses (Note 4)	**37,350**	11,300
Total Assets	**$ 113,998**	$ 100,000
Liabilities		
Current		
Accounts payable and accrued liabilities	**$ 27,351**	$ 10,168
Shareholders' Equity		
Share capital (Note 5)	**97,495**	97,495
Deficit	**(10,848)**	(7,663)
Total shareholders' equity	**86,647**	89,832
Total Liabilities and Equity	**$ 113,998**	$ 100,000

Nature of operations (Note 1)
Subsequent events (Note 8)

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

MERCURY CAPITAL II LIMITED

Condensed Interim Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Expenses		
Professional fees	**$ 3,185**	$ -
Net loss and comprehensive loss for the period	**$ (3,185)**	$ -
Loss per share - basic and diluted (Note 6)	**$ (0.00)**	$ -
Weighted average number of shares outstanding - basic and diluted	**666,665**	-

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

MERCURY CAPITAL II LIMITED

Condensed Interim Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Share capital			
	Number of Shares	Amount	Deficit	Total
Balance, March 31, 2012 and June 30, 2012	**-**	**$ -**	**$ (2,163)**	**$ (2,163)**
Balance, March 31, 2013	**666,665**	**$ 97,495**	**$ (7,663)**	**$ 89,832**
Net loss and comprehensive loss for the period	-	-	(3,185)	(3,185)
Balance, June 30, 2013	**666,665**	**$ 97,495**	**$ (10,848)**	**$ 86,647**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

MERCURY CAPITAL II LIMITED
Condensed Interim Statement of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Cash (used in) provided by:		
Operating activities		
Net loss for the period	**$ (3,185)**	$ -
Net changes in non-cash working capital:		
Prepaid expenses	**(26,050)**	-
Accounts payable and accrued liabilities	**17,183**	-
Net cash used in operating activities	**(12,052)**	-
Change in funds held in trust during the period	**(12,052)**	-
Funds held in trust, beginning of period	**88,700**	-
Funds held in trust, end of period	**$ 76,648**	$ -

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

1. Nature of Operations

Mercury Capital II Limited (the "Company") was incorporated under the *Business Corporations Act* (Ontario) on March 27, 2012. The principal business of the Company is to complete an initial public offering ("IPO") pursuant to Policy 2.4 – Capital Pool Companies (the "CPC Policy") of the TSX Venture Exchange (the "Exchange") in order to become classified as a Capital Pool Company ("CPC") and commence trading on the Exchange. In the event the Company is successful in becoming a Capital Pool Company its principal business will be the identification and evaluation of assets or businesses for the purpose of completing a Qualifying Transaction (as such term is defined in the CPC Policy).

The Company has not commenced commercial operations and has no assets other than funds held in trust and prepaid expenses. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or delist the Company's shares from trading.

The ability of the Company to continue as a going concern is dependant upon, among other things, being able to obtain additional financing, and maintaining positive operating cash flows. These unaudited condensed interim financial statements have been prepared on the basis that the Company is a going concern and do not include adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments may be material.

During the three months ended June 30, 2013, the Company incurred a net loss of $3,185 and, as of that date, the Company has an accumulated deficit of $10,848. The ability of the Company to carry out its business plan rests with its ability to secure additional equity and other financing. Although the Company has been successful in obtaining financing from related parties and private placements in the past, the Company will likely require continued support. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern

The Company's head office and registered records office address is 1 Adelaide Street East, Suite 801, Toronto, Ontario, Canada, M5C 2V9.

2. Significant Accounting Policies

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). These unaudited condensed interim financial statements for the three months ended June 30, 2013 have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual audited financial statements as at and for the year ended March 31, 2013, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending March 31, 2014 could result in restatement of these unaudited condensed interim financial statements.

The unaudited condensed interim financial statements have been prepared on the historical cost basis.

These unaudited condensed interim financial statements were authorized for use by the Board of Directors of the Company on August 7, 2013.

(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Change in accounting policies

(i) IFRS 10 - Consolidated Financial Statements ("IFRS 10"), effective for the Company beginning on April 1, 2013, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(ii) IFRS 11 - Joint Arrangements ("IFRS 11") was issued by the IASB in May 2011 and will replace IAS 31 - Interests in Joint ventures and SIC 13 – Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 is effective for the Company beginning on April 1, 2013. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(iii) IFRS 12 - Disclosure of Interests in Other Entities, effective for the Company beginning on April 1, 2013, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(iv) IFRS 13 - Fair Value Measurement is effective for the Company beginning on April 1, 2013, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

3. Funds Held in Trust

Once the Company has been successful in being classified as a CPC, the proceeds raised from the issuance of capital stock may only be used to identify and evaluate assets or businesses for future investments, with the exception that not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Company or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenditures of the Company not related to the identification and evaluation of a Qualifying Transaction. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange. The cash is currently held in trust by the lawyer of the Company.

4. Prepaid Expenses

The Company incurred a work fee of $36,449 (March 31, 2013 - $11,300) related to its public share offering to June 30, 2013 (see Note 8(i)), which is included in prepaid expenses balance. This amount will be deducted from share capital when the public share offering is completed.

5. Share Capital

(a) Authorized:

The Company has authorized share capital of an unlimited number of common shares.

(b) Issued common shares:

	Number of Shares		Amount
Balance, March 31, 2013 and June 30, 2013	**666,665**	**$**	**97,495**
Balance, March 31, 2012 and June 30, 2012	**-**	**$**	**-**

6. Net Loss per Common Share

The calculation of basic and diluted loss per share for the three months ended June 30, 2013 was based on the loss attributable to common shareholders of $3,185 (three months ended June 30, 2012 - $nil) and the weighted average number of common shares outstanding of 666,665 (June 30, 2012 - nil).

7. Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

(i) During the three months ended June 30, 2013, the Company incurred $7,617 in legal expenses from a law firm whose partner is a director of the Company (three months ended June 30, 2012 - $nil). Of the total amount incurred, $6,512 (three months ended June 30, 2012 - $nil) is in respect to its public share offering which has been recorded in prepaid expenses. At June 30, 2013, $10,785 (March 31, 2013 - $3,168) is recorded in accounts payable and accrued liabilities.

There were no other transactions with related parties and no remuneration was paid to key management personnel during the three months ended June 30, 2013 and the three months ended June 30, 2012.

8. Subsequent Events

(i) On July 10, 2013, the Company completed the IPO by issuing 1,185,400 common shares at a price of $0.30 per share, for gross proceeds of $355,620. The common shares of the Company were listed and posted for trading on the Exchange under the trading symbol “MFF.P” at the opening of the market on July 12, 2013.

Hampton Securities Limited (“Hampton”) acted as agent for the IPO. In connection with the IPO, the Company granted Hampton agent’s warrants to acquire 118,540 common shares at a price of $0.30 per share until July 12, 2015, and paid Hampton a commission of $35,562 (10% of the gross proceeds of the offering) and a $10,000 corporate finance fee.

At the closing of the IPO, the Company also granted incentive stock options to its six officers and directors to acquire a total of 185,206 common shares. The options may be exercised for a period of ten years at a price of $0.30 per share.

(ii) On July 18, 2013, the Company announced that it had entered into a letter of intent (the “LOI”) for the arm's length acquisition of 100% of the common shares of Revive Therapeutics Inc. (“Revive”). Pursuant to the terms of the LOI and subject to completion of certain conditions precedent, including, satisfactory due diligence, execution of a definitive agreement, completion of a concurrent financing and receipt of all necessary shareholder, regulatory and Exchange approvals, the proposed acquisition of Revive will qualify as the Company’s Qualifying Transaction.

Mercury Capital II Limited
(A Capital Pool Company)

Financial Statements

March 31, 2013 and 2012

MSCM LLP
Accountants & Advisors for a Complex World®

Independent Auditor's Report

To the Directors of
Mercury Capital II Limited
(A Capital Pool Company)

Report on the Financial Statements

We have audited the accompanying financial statements of Mercury Capital II Limited, which comprise the statements of financial position as at March 31, 2013 and March 31, 2012, and the statements of comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the year ending March 31, 2013 and for the period from March 27, 2012 (date of incorporation) to March 31, 2012, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards ("IFRS"), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Mercury Capital II Limited as at March 31, 2013 and 2012, and its financial performance and its cash flows for the year ended March 31, 2013 and the period from March 27, 2012 (date of incorporation) to March 31, 2012 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 in the financial statements which describes uncertainty about whether the Company will complete a Qualifying Transaction within the time prescribed by the TSX Venture Exchange.

Signed: *"MSCM LLP"*

Chartered Accountants
Licensed Public Accountants

Toronto, Ontario
May 22, 2013

Statement of Financial Position
March 31, 2013 and 2012

		2013		2012
Assets				
Current assets				
Funds held in trust *(note 3)*	**$**	**88,700**	$	-
Prepaid expenses *(note 4)*		**11,300**		-
	$	**100,000**	$	-
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities (*note 8*)	**$**	**10,168**	$	2,163
Shareholders' equity (deficiency)				
Share capital *(note 5)*		**97,495**		-
Deficit		**(7,663)**		(2,163)
		89,832		(2,163)
	$	**100,000**	$	-

Nature of operations *(note 1)*

The accompanying notes are an integral part of these financial statements.

Approved by the Board

Signed: *"Mr. Thomas Sears"*

Director

Signed: *"Mr. Robbie Grossman"*

Director

Statement of Comprehensive Loss
for the year ended March 31, 2013 and
for the period from March 27, 2012 (date of incorporation) to March 31, 2012

Expenses		
Professional fees	**$ 5,500**	**$ 2,163**
Net loss and comprehensive loss for the period	**$ (5,500)**	**$ (2,163)**
Loss per share - basic and diluted	**$ (0.25)**	**$ -**
Weighted average shares outstanding - basic and diluted	**21,918**	**-**

The accompanying notes are an integral part of these financial statements.

Statement of Changes in Shareholders' Equity (Deficiency)
for the year ended March 31, 2013 and
for the period from March 27, 2012 (date of incorporation) to March 31, 2012

	Share Capital			
	Number of Shares	**Amount**	**Deficit**	**Shareholders' Equity (Deficiency)**
Balance, March 27, 2012	**-**	**$ -**	**$ -**	**$ -**
Net loss and comprehensive loss for the period	-	-	(2,163)	(2,163)
Balance, March 31, 2012	**-**	**-**	**(2,163)**	**(2,163)**
Issuance of common shares	666,665	100,000	-	100,000
Share issue costs	**-**	(2,505)	**-**	(2,505)
Net loss and comprehensive loss for the year	-	-	(5,500)	(5,500)
Balance, March 31, 2013	**666,665**	**$ 97,495**	**$ (7,663)**	**$ 89,832**

The accompanying notes are an integral part of these financial statements.

Statement of Cash Flows
for the year ended March 31, 2013 and
for the period from March 27, 2012 (date of incorporation) to March 31, 2012

		2013		2012
Cash flow from operating activities				
Net loss for the period	**$**	**(5,500)**	$	(2,163)
Net change in non-cash working capital				
Accounts payable and accrued liabilities		**5,500**		2,163
Prepaid share issue costs		**(11,300)**		-
		(11,300)		-
Cash flow from financing activities				
Proceeds from issuance of shares		**100,000**		-
Funds held in trust		**(88,700)**		-
		11,300		-
Net change in cash		**-**		-
Cash, beginning of period		**-**		-
Cash, end of period	**$**	**-**	$	-

The accompanying notes are an integral part of these financial statements.

1. Nature of Operations

Mercury Capital II Limited (the "Company") was incorporated under the *Business Corporations Act* (Ontario) on March 27, 2012. The Company intends to carry on business as a "Capital Pool Company" ("CPC"), as this term is defined in the policies of the TSX Venture Exchange (the "Exchange"). As of March 31, 2013, the Company has no business operations and had not entered into any agreements to acquire an interest in businesses or assets. The Company's principal purpose is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange.

Where an acquisition (the "Qualifying Transaction") is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. Under the policies of the Exchange, the Company must identify and complete a Qualifying Transaction within 24 months from the date the Company's shares are listed for trading on the Exchange subject to a 90 day extension which may be granted. There is no assurance that the Company will be able to complete a Qualifying Transaction within the prescribed time or that it will be able to secure the necessary financing to complete a Qualifying Transaction. The Exchange may suspend or de-list the Company's shares from trading should it not meet these requirements.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The Company’s head office and registered records office address is 1 Adelaide Street East, Suite 801, Toronto, Ontario, Canada, M5C 2V9.

These financial statements were authorized for issue by the Board of Directors on May 22, 2013.

2. Summary of Significant Accounting Policies

Statement of Compliance

These financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB").

Basis of Measurement

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency.

2. Summary of Significant Accounting Policies - continued

Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Prepaid Expenses

Costs directly incurred in connection with the Company's proposed public share offering are recorded as prepaid expenses until the offering is completed, if the completion is considered likely; otherwise they are expensed as incurred. Prepaid expenses will be charged against share capital upon completion of the public share offering, or to the statement of comprehensive loss if the offering is abandoned.

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

2. Summary of Significant Accounting Policies - continued

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - this category comprises derivatives, or assets acquired principally for the purpose of being resold in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Loans and receivables - these assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - these assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

Available-for-sale - non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash held in trust as a financial asset at fair value through profit and loss.

2. Summary of Significant Accounting Policies - continued

Financial Instruments - continued

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - this category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Other financial liabilities - this category includes accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of March 31, 2013, cash held in trust is measured at fair value and is classified within Level 1 of the fair value hierarchy on the statement of financial position.

2. Summary of Significant Accounting Policies - continued

Accounting standards issued but not yet applied

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning in later periods. These new standards, which have not been applied within these financial statements, are not expected to have a future impact on the financial statements.

IFRS 9, Financial Instruments: Classification and Measurement, issued in November 2009, effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.

IFRS 10, 11, 12 and 13 were all issued in May 2011 and are effective for annual periods beginning January 1, 2013, with early adoption allowed.

3. Funds Held in Trust

		2013	2012
Cash held in trust	**$**	**88,700**	$ -

Once the Company has been successful in being classified as a Capital Pool Company, the proceeds raised from the issuance of capital stock may only be used to identify and evaluate assets or businesses for future investments, with the exception that not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Company or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenditures of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the TSX Venture Exchange. The cash is currently held in trust by the lawyer of the Company.

4. Prepaid Expenses

The Company incurred a work fee of $11,300 related to its public share offering to March 31, 2013 (see note 10). This amount will be deducted from share capital when the public share offering is completed.

5. Share Capital

Authorized

Unlimited Common shares

Issued and Outstanding

			2013	2012
666,665	Common shares	**$**	**97,495**	$ -

On March 19, 2013, the Company issued 666,665 common shares at a price of $0.15 per share for gross proceeds of $100,000. The Company incurred costs of $2,505 related to the issuance of these common shares.

Escrow Shares

In the event the Company sucessfully becomes classifed as a CPC, the 666,665 shares issued on March 19, 2013 will be held in escrow pursant to the policies of the Exchange. Under the terms of the escrow agreement to be entered into, these shares will be released as to 10% thereof on the completion of the Company's Qualifying Transaction, as defined in the policies of the Exchange, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release, subject to acceleration in the event the Company becomes listed as a Tier I issuer.

6. Financial Instruments

Fair Values

At March 31, 2013, the Company's financial instruments consist of funds held in trust and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The financial instrument that potentially subjects the Company to a concentration of credit risk is funds held in trust. To minimize the credit risk the $88,700 is held within a law firm's trust account.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

7. Capital Management

The Company's capital currently consists of shareholders' equity. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

8. Related Party Transactions

During the year ended March 31, 2013 the Company incurred $2,505 in legal fees for services provided by a law firm whose partner is a director of the Company (period ended March 31, 2012 - $663). Of the total amount incurred, $2,505 (period ended March 31, 2012 - $Nil) is in respect of the issuance of common shares which has been recorded in share capital as share issuance costs and the remainder relates to general legal work which has been recorded in professional fees. At March 31, 2013, $3,168 (March 31, 2012 - $663) is recorded in accounts payable and accrued liabilities.

There were no other transactions with related parties and no remuneration was paid to key management personnel during the period from March 27, 2012 to March 31, 2013.

9. Income Taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate to the net loss for the year ended March 31, 2013 and the period from March 27, 2012 to March 31, 2012 is as follows:

		2013		2012
Net loss for the period	**$**	**(5,500)**	$	(2,163)
Expected income tax recovery at 26.5% (2012 - 26.5%)	**$**	**(1,460)**	$	(573)
Share issue costs		**(660)**		-
Change in valuation allowance		**2,120**		573
Income taxes recovery	**$**	**-**	$	-

Unrecognized deferred tax assets

Deferred income taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

		2013		2012
Non-capital losses carry forward	**$**	**8,160**	$	2,163
Share issuance costs	**$**	**2,000**	$	-

9. Income Taxes - continued

Unrecognized deferred tax assets - continued

Share issue costs expire from 2014 to 2016. At March 31, 2013, the Company had a non capital loss for income tax purposes of approximately $8,200 which can be carried forward to be applied against future taxable income. The loss expires, to the extent unutilized against future taxable income as follows, $2,200 in 2031 and $6,000 in 2032.

The Corporation has not recorded deferred tax assets related to these unused carry forward losses as it is not probable that future taxable profits will be available against which these losses can be utilized.

10. Subsequent Event

Initial Public Offering

Pursuant to an agency agreement dated May 22, 20133 between the Company and Hampton Securities Limited (the "Agent"), the Company agreed to file a Prospectus with the Alberta Securities Commission, British Columbia Securities Commission and Ontario Securities Commission for the issuance of a minimum of 1,000,000 and a maximum of 1,700,000 common shares at a price of $0.30 per share for gross proceeds of a minimum of $300,000 and a maximum of $510,000 (the "Offering").

The Company agreed to pay the Agent a commission of 10% of the gross proceeds of the Offering, a corporate finance fee of $11,300 (including HST) and to reimburse the Agent for its legal fees and disbursements plus applicable taxes. Currently, the Company has paid the work fee of $11,300. The Agent will also be granted Agent's warrants to purchase up to 10% of the common shares sold under the Offering at a price of $0.30 per common share, which will expire 24 months from the date the common shares are listed for trading on the Exchange.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of the Qualifying Transaction.

APPENDIX B
MANAGEMENT'S DISCUSSION AND ANALYSIS OF MERCURY CAPITAL II LIMITED

(see attached)

MERCURY CAPITAL II LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED

JUNE 30, 2013

Introduction

This Management's Discussion and Analysis ("**MD&A**") is dated August 7, 2013, unless otherwise indicated and should be read in conjunction the unaudited condensed interim financial statements for the three months ended June 30, 2013 in addition to the audited financial statements of Mercury Capital II Limited (the "**Company**") for the year ended March 31, 2013 and the period from March 27, 2012 (date of incorporation) to March 31, 2012, and the related notes thereto. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for three months ended June 30, 2013, are not necessarily indicative of the results that may be expected for any future period.

The Company applies International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the IFRS Interpretations Committee ("**IFRIC**"). The unaudited condensed interim financial statements for the three months ended June 30, 2013 have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

Further information about the Company and its operations can be obtained from the offices of the Company or from **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company expects to complete a Qualifying Transaction (defined below) within 24 months of being listed on the Exchange (July 12, 2015).	The Company expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Company.	The Company's inability to identify an asset or business to acquire, the Company's inability to satisfy all of the conditions precedent (due diligence, shareholder and regulatory approval, financing) to close a Qualifying Transaction, half the Company's seed common shares being cancelled and transferring to the NEX.

The Company's ability to meet its working capital needs at the current level for the twelve-month period ending June 30, 2014.	The operating activities of the Company for the twelve-month period ending June 30, 2014, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated under the *Business Corporations Act* (Ontario) on March 27, 2012 and to date there have been limited operations. The registered office of the Company is located at 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9. The Company's financial year ends on March 31.

On July 10, 2013, the Company completed an initial public offering (the "**Offering**") pursuant to Policy 2.4 – *Capital Pool Companies* ("**Policy 2.4**") of the TSX Venture Exchange ("**Exchange**") and became classified as a Capital Pool Company (as such term is defined in Policy 2.4). The Company's common shares commenced trading on the Exchange under the symbol "MFF.P" on July 12, 2013. The Company's principal business is the identification and evaluation of assets or businesses for the purpose of completing a Qualifying Transaction (as such term is defined in Policy 2.4).

On July 18, 2013, the Company entered into a letter of intent (the "LOI") for the arm's length acquisition of 100% of the common shares of Revive Therapeutics Inc. ("Revive"). Refer to "Subsequent Events" below.

The Company has not commenced commercial operations and has no assets other than funds held in trust and prepaid expenses. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or delist the Company's shares from trading.

The Company has not conducted commercial operations and it is focused on the identification and evaluation of businesses or assets to acquire. Until Completion of the Qualifying Transaction (as such term is defined in Policy 2.4), the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a Qualifying Transaction. Except as described in the Company's prospectus dated May 22, 2013 in connection with its Offering, funds raised pursuant to the issuance of shares by the Company will be utilized only for the identification and evaluation of potential Qualifying Transactions and, to the extent permitted by Policy 2.4, for general and administrative expenses.

Discussion of Operations

Three months ended June 30, 2013

The Company's net loss totaled $3,185 for the three months ended June 30, 2013, with basic and diluted loss per share of $0.00. Net loss principally related to professional fees of $3,185.

Three months ended June 30, 2012

The Company's net loss totaled $nil for the three months ended June 30, 2012, with basic and diluted loss per share of $0.00.

Selected Quarterly Information

A summary of selected information for the quarter presented below is as follows:

Three Months Ended	Net Revenues ($)	Net Loss	
		Total ($)	Basic and Diluted Loss Per Share ($)
June 30, 2013	-	(3,185)	(0.00)
June 30, 2012	-	-	-
March 31, 2012	-	(2,163)	(0.00)

Information for the three months ended March 31, 2013, December 31, 2012 and September 30, 2012 is not available as the Company was not a reporting issuer on these dates and did not prepare financial statements for these quarters.

Liquidity

At June 30, 2013, the Company had working capital of $86,647. The Company manages its capital structure and makes adjustments to it, based on available funds to the Company. Capital levels for Capital Pool Companies are regulated pursuant to guidelines issued by the Exchange. These guidelines state that proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company not related to the identification and evaluation of a Qualifying Transaction. These restrictions apply until Completion of the Qualifying Transaction by the Company. Management believes the Company's working capital is sufficient for the Company to meet its ongoing obligations and meet its objective of completing a Qualifying Transaction.

Capital Resources

The following financings have been completed by the Company:

Date	Gross Proceeds	Type of Transaction
March 19, 2013 (1)	$100,000	Seed Financing
July 10, 2013 (2)	$355,620	Offering

(1) On March 19, 2013, the Company issued 666,665 common shares for cash of $100,000 in its seed financing. Upon completion of the Offering, these shares are being held in escrow and will be released in future periods in accordance with the policies of the Exchange.

(2) On July 10, 2013, the Company completed the Offering by issuing 1,185,400 common shares at a price of $0.30 per share for gross proceeds of $355,620. Hampton Securities Limited (the "Agent") acted as agent for the Offering. The Company paid the Agent a commission of $35,562 (10% of the gross proceeds of the Offering). In addition, the Company granted the Agent warrants to acquire 118,540 common shares at a price of $0.30 per share that may be exercised until July 12, 2015.

In addition, at the closing of the Offering on July 10, 2013, the Company granted incentive stock options to its six officers and directors to acquire a total of 185,206 common shares. The incentive stock options may be exercised for a period of ten years at a price of $0.30 per share. The incentive stock options vested on the date of grant.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

(i) During the three months ended June 30, 2013, the Company incurred $7,617 in legal expenses from a law firm whose partner is a director of the Company (three months ended June 30, 2012 - $nil). Of the total amount incurred, $6,512 (three months ended June 30, 2012 - $nil) is in respect of the issuance of common shares which has been recorded in share capital as share issuance costs and the remainder relates to general legal work which has been recorded in professional fees. At June 30, 2013, $10,785 (March 31, 2013 - $3,168) is recorded in accounts payable and accrued liabilities.

There were no other transactions with related parties and no remuneration was paid to key management personnel during the three months ended June 30, 2013 and the three months ended June 30, 2012.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks Factors" in the Company's final prospectus dated May 22, 2013, available on SEDAR at **www.sedar.com**.

Change in Accounting Policies

(i) IFRS 10 - Consolidated Financial Statements ("IFRS 10") is effective for the Company beginning on April 1, 2013, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(ii) IFRS 11 - Joint Arrangements ("IFRS 11") was issued by the IASB in May 2011 and will replace IAS 31 - Interests in Joint ventures and SIC 13 – Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 is effective for the Company beginning on April 1, 2013. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(iii) IFRS 12 - Disclosure of Interests in Other Entities is effective for the Company beginning on April 1, 2013, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(iv) IFRS 13 - Fair Value Measurement is effective for the Company beginning on April 1, 2013, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

Financial Instruments

Fair Values

At June 30, 2013, the Company's financial instruments consist of funds held in trust and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The financial instruments that potentially subject the Company to a concentration of credit risk is funds held in trust. To minimize the credit risk the $76,648 is held within a law firm's trust account.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Capital Management

The Company's capital currently consists of shareholders' equity. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

Critical Accounting Estimates

The preparation of these unaudited condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, accrued liabilities.

Outlook

For the immediate future, the Company intends to evaluate direct or indirect acquisitions of assets to complete a Qualifying Transaction. The Company continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future.

Share Capital

As of the date of this MD&A, the Company had 1,852,065 issued and outstanding common shares. The Company also had 185,206 stock options and 118,450 agent's warrants outstanding. Therefore, the Company had 2,155,721 common shares on a fully diluted basis. The diluted loss per share did not include the effect of the options outstanding as they are anti-dilutive.

Additional Disclosure for Venture Issuers without Significant Revenue

General and Administrative

	Three Months Ended June 30, 2013 ($)	Three Months Ended June 30, 2012 ($)
Professional fees	3,185	-
Total	**3,185**	**-**

Subsequent Events

(i) On July 10, 2013, the Company completed the Offering by issuing 1,185,400 common shares at a price of $0.30 per share, for gross proceeds of $355,620. The common shares of the Company were listed and posted for trading on the Exchange under the trading symbol "MFF.P" at the opening of the market on July 12, 2013.

Hampton Securities Limited ("Hampton") acted as agent for the Offering. In connection with the Offering, the Company granted Hampton agent's warrants to acquire 118,540 common shares at a price of $0.30 per share until July 12, 2015, and paid Hampton a commission of $35,562 (10% of the gross proceeds of the Offering) and a $10,000 corporate finance fee.

At the closing of the Offering, the Company also granted incentive stock options to its six officers and directors to acquire a total of 185,206 common shares. The options may be exercised for a period of ten years at a price of $0.30 per share.

(ii) On July 18, 2013, the Company announced that it had entered into a letter of intent (the "LOI") for the arm's length acquisition of 100% of the common shares of Revive Therapeutics Inc. ("Revive"). Pursuant to the terms of the LOI and subject to completion of certain conditions precedent, including, satisfactory due diligence, execution of a definitive agreement, completion of a concurrent financing and receipt of all necessary shareholder, regulatory and Exchange approvals, the proposed acquisition of Revive will qualify as the Company's Qualifying Transaction.

APPENDIX C
FINANCIAL STATEMENTS OF REVIVE THERAPEUTICS INC.

(see attached)

Revive Therapeutics Inc.

Financial Statements

June 30, 2013

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June 30, 2013

INDEPENDENT AUDITOR'S REPORT

To the Directors of Revive Therapeutics Inc.

We have audited the accompanying financial statements of Revive Therapeutics Inc., which comprise the statement of financial position as at June 30, 2013, and the statements of comprehensive loss, changes in equity, and cash flows for the period from August 7, 2012 (date of incorporation) to June 30, 2013, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards ("IFRS") and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Revive Therapeutics Inc. as at June 30, 2013, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada
November 26, 2013

ACCOUNTING › CONSULTING › TAX
701 EVANS AVENUE, 8TH FLOOR, TORONTO ON, M9C 1A3
P: 416.626.6000 F: 416.626.8650 MNP.ca

Statement of Financial Position
June 30, 2013

Assets	
Current assets	
Cash and cash equivalents	**$ 705,865**
Other receivables	**8,614**
	714,479
Intangible assets *(note 3)*	**39,246**
	$ 753,725
Liabilities	
Current liabilities	
Accounts payable and accrued liabilities *(note 6)*	**$ 41,000**
	41,000
Shareholders' equity	
Share capital *(note 4)*	**890,000**
Deficit	**(177,275)**
	712,725
	$ 753,725

The accompanying notes are an integral part of these financial statements.

Approved by the Board

Signed: ***Fabio Chianelli***

Statement of Comprehensive Loss
for the period from August 7, 2012 (date of incorporation) to June 30, 2013

Expenses	
Consulting fees *(note 6)*	**$ 138,878**
Professional fees *(note 6)*	**27,642**
Office expenses	**9,009**
Amortization	**1,746**
Comprehensive loss for the period	**$ (177,275)**
Comprehensive loss per share - basic and diluted	**$ (0.02)**
Weighted average shares outstanding	**11,760,263**

The accompanying notes are an integral part of these financial statements.

Statement of Changes in Equity
for the period from August 7, 2012 (date of incorporation) to June 30, 2013

	Share Capital			
	Number of Shares	Amount	Deficit	Total
Balance, August 7, 2012	-	$ -	$ -	$ -
Issuance of common shares	12,933,330	890,000	-	890,000
Comprehensive loss for the period	-	-	(177,275)	(177,275)
Balance, June 30, 2013	**12,933,330**	**$ 890,000**	**$ (177,275)**	**$ 712,725**

The accompanying notes are an integral part of these financial statements.

Statement of Cash Flows
for the period from August 7, 2012 (date of incorporation) to June 30, 2013

Cash flow from operating activities	
Comprehensive loss for the period	**$ (177,275)**
Amortization	**1,746**
Net change in non-cash working capital	
Accounts payable and accrued liabilities	**41,000**
Other receivables	**(8,614)**
	(143,143)
Cash flow from investing activities	
Purchase of intangible assets	**(40,992)**
	(40,992)
Cash flow from financing activities	
Proceeds from issuance of shares	**890,000**
	890,000
Increase in cash and cash equivalents	**705,865**
Cash and cash equivalents, beginning of period	**-**
Cash and cash equivalents, end of period	**$ 705,865**

The accompanying notes are an integral part of these financial statements.

1. Nature of Operations

Revive Therapeutics Inc. ("the Company") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on August 7, 2012. The Company is focused on the development and commercialization of drugs for underserved medical needs. The Company's primary office is located at 5 Director Court Suite 105, Vaughan Ontario, L3L 4S5

The financial statements were approved by the Board of Directors on November 26, 2013.

2. Significant Accounting Policies

Basis of presentation

These financial statements are prepared by the Company in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non current assets, financial assets and financial liabilities. The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents consist primarily of bank deposits and guaranteed investment certificates held with a financial institution in Canada.

Included in cash and cash equivalents is:

Cash	**$ 55,865**
Guaranteed investment certificates	**650,000**
	$ 705,865

2. Significant Accounting Policies - continued

Intangible assets

The Company owns intangible assets consisting of two patent licences. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

The Company does not hold any intangible assets with indefinite lives.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there are indications that the intangible asset may be impaired. The amortization method and amortization period of an intangible asset with a finite life is reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Amortization is recognized in statement of comprehensive loss on a straight-line basis over the estimated useful lives of intangible assets from the date they are available for use.

Foreign currency translation

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange at the reporting date. All differences are recorded in the statement of comprehensive loss.

Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2. Significant Accounting Policies - continued

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Basic and diluted loss per share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired principally for the purpose of being resold in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets described above.

The Company has classified its cash and cash equivalents and other receivables as loans and receivables.

2. Significant Accounting Policies - continued

Financial Instruments - continued

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Other financial liabilities - This category includes accounts payables and accrued liabilities which are recognized at amortized cost.

Accounting standards issued but not yet applied

The Company has reviewed changes to accounting standards that become effective in future periods. Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below:

IFRS 9 - Financial Instruments

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

IFRS 10 - Consolidated Financial Statements

IFRS 10, Consolidated Financial Statements ("IFRS 10") was issued by the IASB on May 12, 2011 and will replace portions of IAS 27 Consolidated and Separate Financial Statements and interpretation SIC-12 Consolidated - Special Purpose Entities. IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee. Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgment and continuous reassessment as facts and circumstances change. IFRS 10 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

2. Significant Accounting Policies - continued

Accounting standards issued but not yet applied - continued

IFRS 11 - Joint Arrangements

IFRS 11, Joint Arrangements ("IFRS 11") was issued by the IASB on May 12, 2011 and will replace IAS31, Interest in Joint Ventures. The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidation will be removed and replaced with equity accounting. IFRS 11 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

IFRS 12 - Disclosure of Interest in Other Entities

IFRS 12, Disclosure of Interest in Other Entities ("IFRS 12") was issued by the IASB on May 12, 2011. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

IAS 28 - Investments in Associates and Joint Ventures

IAS 28, Investments in Associates and Joint Ventures prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture). This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted.

The Company is currently assessing the impact that the adoption of the new standards may have on its financial statements and intends to adopt these standards when they become effective.

3. Intangible Assets

	2013		
	Cost	Accumulated Amortization	Net Book Value
Patent licences	$ 40,992	$ 1,746	$ 39,246

On September 4, 2012, as amended on March 7, 2013 , the Company entered into a licence agreement with Numedicus Limited ("Numedicus") whereby the Company acquired the exclusive rights to use patented technology to develop and commercialize licensed products. In order to keep the license in good standing the Company is required to make annual payments of £10,000 (for the period ended June 30, 2013 - $15,922 was paid). In addition certain milestone payments which will be triggered by the progression of the licensed products towards commercial sales. There will also be a 3% royalty charged on net sales value for any licensed products.

On September 4, 2012, as amended on March 7, 2013, the Company entered into an additional licence agreement with Numedicus whereby the Company acquired the exclusive rights to use patented technology to develop and commercialize licensed products. In order to keep the license in good standing the Company is required to make annual payments of £10,000 commencing on the first anniversary date of the agreement. In addition certain milestone payments which will be triggered by the progression of the licensed products towards commercial sales. There will also be a 3% royalty charged on net sales value for any licensed products.

On April 3, 2013 the Company entered into a licence agreement with Xenexus Pharmaceuticals PTY. Ltd. ("Xenexus") whereby the Company acquired the exclusive rights to use patented technology to develop and commercialize licensed products. In order to keep the license in good standing the Company was required to make a $10,000 payment on the commencement date (paid). On June 17, 2013 the Company and Xenexus entered into a patent assignment agreement which superceded the original licence agreement dated April 3, 2013. Under the terms of the patent assignment agreement the Company was required to make a $15,000 payment (paid). If the Company licences the patent assignment it has committed to pay to Xenexus 5% of any fees from its licensee.

4. Share Capital

Authorized

Unlimited	Common shares

Issued

12,933,330	Common shares	**$ 890,000**

On August 7, 2012 10,000,000 shares were issued to the founder of the Company at $0.001 per share for gross proceeds of $10,000.

On August 30, 2012 the Company closed a private placement financing with one investor which consisted of an aggregate of 833,333 common shares priced at $0.30 per common share.

On December 13, 2012 the Company closed a private placement financing with three investors which consisted of an aggregate of 999,999 common shares priced at $0.30 per common share.

On March 11, 2013 the Company closed a private placement financing with eight investors which consisted of an aggregate of 1,099,998 common shares priced at $0.30 per common share.

5. Income Taxes

The combined Canadian federal and provincial statutory income tax rate of 26.5% applied to the amount recorded in the statement of comprehensive loss differs from the income tax provision of $nil due to the tax benefits not recognized. The main tax benefit that is not being recognized is the $177,000 of non-capital loss carryforwards, which expire in 2033.

Deferred tax assets have not been recognized in respect to the loss carryforward items because it is not currently probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

6. Related Party Transactions and Balances

During the year, the Company incurred $80,000 in consulting fees to Fabiotech Inc., a corporation controlled by the President of the Company, and $2,500 in professional fees to Marrelli Support Services Inc. ("MSSI"), a corporation controlled by the Chief Financial Officer of the Company. Included in accounts payable and accrued liabilities is $32,000 owing to Fabiotech Inc. and $2,500 which is owing to MSSI.

There were no other transactions with related parties and no remuneration was paid to key management personnel during the period from August 7, 2012 (date of incorporation) to June 30, 2013.

7. Financial Instruments

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Values

As at June 30, 2013, the carrying amount of the Company's financial instruments, which consist of cash and cash equivalents, other receivables and accounts payable approximates their fair value because of the short-term maturities of these items.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets. Cash is held with large financial institution in Canada, and management believes that exposure to credit risk is not significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

8. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development and commercialization of its technologies. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development and commercialization of the business. The Company defines capital that it manages as shareholders' equity.

The intellectual properties in which the Company currently has an interest are in the development stage; as such the Company has historically relied on the equity financing to fund its activities. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing the current financial resources and in the interest of sustaining the long-term viability of its research and development programs.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

9. Subsequent Events

On July 18, 2013, the Company announced that it had entered into a letter of intent (the "LOI") to proceed with an amalgamation or other form of business combination with Mercury Capital II Limited. Pursuant to the terms of the LOI, each common share of Revive will be exchanged for one common share of the newly formed entity (the "Resulting Issuer"). Also, the LOI calls for a concurrent private placement of a minimum of $1,110,000 and a maximum of $1,500,000. In the event that the maximum private placement is achieved the shareholders of the Company will hold approximately 65% of the Resulting Issuer shares and the subscribers in the private placement will hold approximately 25% of the Resulting Issuer shares.

On September 1, 2013 the Company entered into a lease for office premises. The lease is for 24 months with a 3 year option expiring on August 31, 2015. Monthly rent is in the amount of $2,113 plus HST.

APPENDIX D
MANAGEMENT'S DISCUSSION AND ANALYSIS
OF REVIVE THERAPEUTICS INC.

(see attached)

REVIVE THERAPEUTICS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

AS AT JUNE 30, 2013 AND
FOR THE PERIOD AUGUST 7, 2012
(DATE OF INCORPORATION) TO JUNE 30, 2013

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Revive Therapeutics Inc. ("Revive" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the period from August 7, 2012 (date of incorporation) to June 30, 2013. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company as at June 30, 2013 and for the period from August 7, 2012 (date of incorporation) to June 30, 2013, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the period from August 7, 2012 (date of incorporation) to June 30, 2013, are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at November 26, 2013, unless otherwise indicated.

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

For the purposes of preparing this MD&A, management, in conjunction with the board of directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Revive's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the board of directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at **www.sedar.com**.

Caution Regarding Forward-looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forward-looking statements	Assumptions	Risk factors
The early stage of development, particularly the inherent risks and uncertainties associated with (i) developing new drug candidates, (ii) demonstrating the safety and efficacy of these drug candidates in clinical trials, and (iii) obtaining regulatory approval to commercialize these drug candidates.	Financing will be available for development of new drug candidates and conducting clinical studies; the actual results of the clinical trials will be favourable; development costs will not exceed Revive's expectations; the Company will be able to retain and attract skilled staff; the Company will be able to recruit suitable patients for clinical trials; all requisite regulatory and governmental approvals to commercialize the drug candidates will be received on a timely basis upon terms acceptable to Revive; and applicable economic conditions are favourable to Revive.	Availability of financing in amount and time frame needed for the development and clinical trials may not be favourable; increases in costs; the Company's ability to retain and attract skilled staff; the Company's ability to recruit suitable patients for clinical trials; timely and favourable regulatory and governmental compliance and approvals; interest rate and exchange rate fluctuations; changes in economic conditions.
The Company's ability to obtain the substantial capital we require to fund research and operations.	Financing will be available for Revive's research and operations and the results thereof will be favourable; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to Revive.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in cost of research and operations; interest rate and exchange rate fluctuations; adverse changes in economic conditions.
Factors affecting clinical trials and regulatory approval process of our drug candidates.	Actual costs of clinical and regulatory process will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; the Company will be able to recruit suitable patients for clinical trials; the Company will be able to complete clinical studies on a timely basis with favourable results; all applicable regulatory and governmental approvals for drug candidates will be received on a timely basis with terms acceptable to Revive; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to Revive; there will be a ready market for the drug candidates.	Revive's drug candidates may require time-consuming and costly preclinical and clinical testing and regulatory approvals before commercialization; the Company's ability to retain and attract skilled staff; the Company's ability to recruit suitable patients for clinical trials; adverse changes in regulatory and governmental processes; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company will not be adversely affected by market competition.

The Company's ability to find and enter into agreements with potential partners to bring viable drug candidates to commercialization.	Revive will be able to find a suitable partner and enter into agreement to bring drug candidate to market within a reasonable time frame and on favourable terms; the costs of entering into a partnership will be consistent with Revive's expectations; partners will provide necessary financing and expertise to bring drug candidate to market successfully and profitably.	Revive will not be able to find a partner and / or enter into agreements within a reasonable time frame; if the Company enters into agreements, these agreements may not be on favourable terms to Revive; costs of entering into agreements may be excessive; potential partners will not have the necessary financing or expertise to bring drug candidate to market successfully or profitably.
The Company's ability to obtain and protect our intellectual property rights and not infringe on the intellectual property rights of others;	Patents and other intellectual property rights will be obtained for viable drug candidates; Patents and other intellectual property rights obtained will not infringe on others;	Revive will not be able to obtain appropriate patents and other intellectual property rights for viable drug candidates; Patents and other intellectual property rights obtained will be contested by third parties; no proof that acquiring a patent will make the product more competitive.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Revive's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Revive's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company is a private company incorporated on August 7, 2012 pursuant to the Business Corporations Act (Ontario). The Company is focused on acquiring, developing and commercializing treatments for major market opportunities such as sleep apnea, gout and rare diseases. Revive aims to rapidly bring drugs to market by finding new uses for old drugs, also known as drug repurposing or drug repositioning, and improving the therapeutic performance of existing drugs for underserved medical needs.

Goal

Our goal is to provide to pharmaceutical, biotechnology and medical device companies drug compounds that have already been successfully commercialized or tested for safety in at least Phase I clinical trials, identify new therapeutic uses, and develop these new use drug compounds up to or past Phase 2 human clinical trial testing with the objective to out-license or sell out right to these companies.

Outlook

The pharmaceutical industry is facing a number of significant pressures such as decreasing research and development productivity, increasing drug development costs, increasing patent protection loss of branded drugs, high regulatory barriers, evolving payer requirements, lower return on investment, generic drug competition and post-market clinical trial result failures due to safety concerns. Pharmaceutical companies are being forced to find more efficient and cost effective ways to improve their research and development strategies. There is increasing interest in drug repurposing to help fill this unmet drug development gap. Drug repurposing has the potential to fill the unmet need of pharmaceutical companies looking to fill their drug pipelines, provide a new source of revenue and increase return on investment. Drug repurposing is the process of developing new indications for existing drugs. Drug repurposing has a number of research and development advantages such as reduced time to market, reduced development cost, and the improved probability of success. Interestingly enough, the drug repurposing development model has not been fully adopted by pharmaceutical companies to address their new drug development needs. Revive aims to fill this gap for the pharmaceutical industry.

Overall Performance

The Company in-licensed the rights to develop our REV-001, from Numedicus Limited. REV-001 has shown indication of efficacy in animal studies for opioid-induced respiratory depression. Subject to regulatory approval, the Company aims to conduct a human clinical proof of concept study in 2013. The Company was assigned the patent application to develop REV-002, from Xenexus Pharmaceutical Pty Ltd, in 2013 for the treatment of gout. REV-002 has shown indication of efficacy in animal studies for gout. Subject to regulatory approval, the Company aims to conduct a human clinical proof of concept study in 2014.

Trends

Pharmaceutical and biotechnology companies have commonly relied on two mainstream approaches to establish a product pipeline. The first being internal research and development efforts, which is expensive, time-consuming and involve a very high degree of risk. The second common approach is product in-licensing, which is limited by increased competition from well-established global pharmaceutical and biotechnology companies to in-license or acquire a limited number of interesting and high probability of success compounds. As such, there is a trend towards drug repurposing development model to fill the pharmaceutical product pipeline gap.

Traditionally, once a compound in clinical development for a specific indication is deemed to lack effectiveness, yet have a good safety profile, the drug developer will stop the clinical development regardless if the compound could be effective in treating additional medical indications. Until now, any alternative or new uses were most often discovered by serendipity. The drug repurposing industry has gone beyond serendipity and new technologies such as bioinformatics-based approaches and high put screening approaches are being utilized by drug developers. Thus, the Company believes that the drug repurposing development model will become a core drug development strategy of pharmaceutical companies for many years to come.

Overall Objective

The Company's overall objective is to produce income by monetizing compounds from its own development pipeline through out-licensing or various forms of collaboration; and earning upfront payments, milestones and royalties from our pharmaceutical, biotechnology or medical device company partners. The Company also continues to consider other strategic opportunities and paths to enhance shareholder value, including but not limited to, additional sources of funding and new strategic relationships with pharmaceutical companies and other third parties.

Off-Balance-Sheet Arrangements

As of the date hereof, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

Other than as disclosed in the Company's financial statements and this management's discussion and analysis, the Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the financial statements for the period from August 7, 2012 (date of incorporation) to June 30, 2013.

Contingencies

As at the date of this MD&A, the Company does not believe that there are any significant obligations requiring material capital outlays in the immediate future.

Commitments

On September 1, 2013, the Company entered into a two year lease agreement commencing September 1, 2013 and ending August 31, 2015. The minimum lease payments are as follows:

Period	**Minimum lease payment**
Fiscal 2014	$12,890
Fiscal 2015	$15,467
Fiscal 2016	$ 2,578
Total	**$30,935**

Pursuant to the REV-001 Agreements, the Company is required to pay an annual license fee of GBP £10,000 on September 4, 2013 (paid October 7, 2013). Additional annual license fees amount to GBP £20,000, which is due on September 4, 2014 and each year thereafter.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development and commercialization of its technologies. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development and commercialization of the business. The Company defines capital that it manages as shareholders' equity.

The intellectual properties in which the Company currently has an interest are in the development stage; as such the Company has historically relied on the equity financing to fund its activities. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing the current financial resources and in the interest of sustaining the long-term viability of its research and development programs. Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

Selected Annual Financial Information

The following is selected financial data derived from the audited financial statements of the Company as at June 30, 2013.

	Period from August 7, 2012 (date of incorporation) to June 30, 2013
Total revenues	$nil
Net loss	$177,275
Net loss per share – basic and diluted	$0.02
	As at June 30, 2013
Total assets	$753,725
Total non-current financial liabilities	$nil
Distribution or cash dividends [(1)]	$nil

Selected Quarterly Information

The Company's quarterly information in the table below is prepared in accordance with IFRS.

Three Months Ended	Total Revenue ($)	Profit or loss		Total Assets ($)
		Total ($)	Per Share ($)	
June 30, 2013	-	(78,610)	(0.01)	753,725
March 31, 2013	-	(29,164)	(0.00)	806,985
December 31, 2012	-	(62,129)	(0.01)	487,033
August 7, 2012 to September 30, 2012	-	(7,372)	(0.00)	242,628

Discussion of Operations

Period from August 7, 2012 (date of incorporation) to June 30, 2013

The Company's net loss totaled $177,275 for the period ended June 30, 2013, with basic and diluted loss per share of $0.02. Net loss principally related to professional fees of $27,642, consulting fees of $138,878, amortization of $1,746 and office and general of $9,009.

Three months ended June 30, 2013

The Company's net loss totaled $78,610 for the three months ended June 30, 2013, with basic and diluted loss per share of $0.01. Net loss principally related to professional fees of $27,642, consulting fees of $48,678, amortization of $1,746 and office and general of $544.

Liquidity and Financial Position

Cash used in operating activities was $143,143 for the period from August 7, 2012 (date of incorporation) to June 30, 2013. Operating activities were affected by the net change in non-cash working capital balances of $32,386 because of an increase in other receivables and an increase in accounts payable and accrued liabilities.

Cash provided by financing activities was $890,000 for the period from August 7, 2012 (date of incorporation) to June 30, 2013. This was from the issuance of shares.

Cash used in investing activities was $40,992 for the period from August 7, 2012 (date of incorporation) to June 30, 2013. This pertained to investment in intangible assets.

At June 30, 2013, Revive had $705,865 in cash and cash equivalents.

Accounts payable and accrued liabilities was $41,000 at June 30, 2013. The Company's cash balance as at June 30, 2013, is sufficient to pay these liabilities.

The Company has no operating revenues and therefore must utilize its income from financing transactions to maintain its capacity to meet ongoing operating activities.

As of June 30, 2013, and to the date of this MD&A, the cash resources of Revive are held with Canadian chartered banks.

The Company has no debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest-bearing.

The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its investment activities.

Related Party Transactions

Related parties include the board of directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

(a) Revive entered into the following transactions with related parties:

Names	Period from August 7, 2012 (date of incorporation) to June 30, 2013 ($)
Fabiotech Inc.	80,000
Marrelli Support Services Inc.	2,500
Total	**82,500**

As at June 30, 2013, included in accounts payables and accrued liabilities is $32,000 owing to Fabiotech Inc. and $2,500 owing to Marrelli Support Services Inc.

There were no other transactions with related parties and no remuneration was paid to key management personnel during the period from August 7, 2012 (date of incorporation) to June 30, 2013.

Change in Accounting Policies

The Company has reviewed changes to accounting standards that become effective in future periods. Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below:

IFRS 9, Financial Instruments
IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

IFRS 10 - Consolidated Financial Statements
IFRS 10, Consolidated Financial Statements ("IFRS 10") was issued by the IASB on May 12, 2011 and will replace portions of IAS 27 Consolidated and Separate Financial Statements and interpretation SIC-12 Consolidated - Special Purpose Entities. IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee. Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgment and continuous reassessment as facts and circumstances change. IFRS 10 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

IFRS 11 – Joint Arrangements
IFRS 11, Joint Arrangements ("IFRS 11") was issued by the IASB on May 12, 2011 and will replace IAS31, Interest in Joint Ventures. The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidation will be removed and replaced with equity accounting. IFRS 11 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

IFRS 12 – Disclosure of Interest in Other Entities
IFRS 12, Disclosure of Interest in Other Entities ("IFRS 12") was issued by the IASB on May 12, 2011. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

IAS 28 – Investments in Associates and Joint Ventures
IAS 28, Investments in Associates and Joint Ventures prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture). This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company is currently assessing the impact that the adoption of the new standards may have on its financial statements and intends to adopt these standards when they become effective.

Share Capital

As of the date of this MD&A, the Company had 12,933,330 issued and outstanding common shares, and no shares issuable pursuant to convertible securities.

Financial Instruments

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Values
As at June 30, 2013, the carrying amount of the Company's financial instruments, which consist of cash and cash equivalents, other receivables and accounts payable approximates their fair value because of the short-term maturities of these items.

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets. Cash is held with large financial institution in Canada, and management believes that exposure to credit risk is not significant.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Interest Rate Risk
The Company is not exposed to any significant interest rate risk.

Risks Factors

Please refer to the section entitled "Risk Factors" in the Filing Statement.

Subsequent Events

On July 18, 2013, the Company announced that it had entered into a letter of intent (the "LOI") to proceeds with an amalgamation or other form of business combination with Mercury Capital II Limited. Pursuant to the terms of the LOI, each common share of Revive will be exchanged for one common share of the newly formed entity (the "Resulting Issuer"). Also, the LOI calls for a concurrent private placement of a minimum of $1,110,000 and a maximum of $1,500,000. In the event the maximum private placement is achieved, the shareholders of the Company will hold 65% of the Resulting Issuer shares and the subscribers in the private placement will hold approximately 25% of the Resulting Issuer shares.

On September 1, 2013, the Company entered into a lease for office premises. The lease is for 24 months with a 3 year option expiring on August 31, 2015. Monthly rent is in the amount of $2,113 plus HST.

APPENDIX E
PRO FORMA BALANCE SHEET OF THE RESULTING ISSUER

(see attached)

Mercury Capital II Limited
Pro Forma Consolidated Statement of Financial Position
As at June 30, 2013
(Unaudited)

	Mercury Capital II Limited. as at June 30, 2013	Revive Therapeutics Inc. as at June 30, 2013	Note Ref.	Pro Forma Adjustments	Pro Forma Consolidated
Assets					
Current assets					
Cash and cash equivalents	-	705,865	2(a)	355,620	
			2(b)	- 35,562	
			2(g)	1,110,000	
			2(h)	- 88,800	
			2(j)	- 150,000	1,897,123
Funds held in trust	76,648	-			76,648
Prepaid expenses	37,350	-	2(c)	- 37,350	-
Other receivables		8,614			8,614
	113,998	714,479		1,153,908	1,982,385
Intangible assets	-	39,246			39,246
	113,998	753,725		1,153,908	2,021,631
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	27,351	41,000			68,351
	27,351	41,000		-	68,351
Shareholders' equity					
Share capital	97,495	890,000	2(a)	355,620	
			2(b)	- 35,562	
			2(c)	- 37,350	
			2(d)	- 380,203	
			2(d)	555,620	
			2(g)	1,110,000	
			2(h)	- 88,800	
			2(i)	- 34,300	2,432,520
Contributed surplus	-	-	2(d)	18,729	
			2(d)	49,987	
			2(i)	34,300	103,016
Deficit	- 10,848	- 177,275	2(d)	10,848	
			2(d)	- 254,981	
			2(j)	- 150,000	- 582,256
	86,647	712,725		1,153,908	1,953,280
	113,998	753,725		1,153,908	2,021,631

1. Basis of Presentation

The accompanying unaudited pro forma consolidated statement of financial position of Mercury Capital II Limited ("Mercury") and Revive Therapeutics Inc. ("Revive") has been prepared by management to reflect the proposed transactions (the "Transaction") as described in Note 2.

The pro forma consolidated financial statements have been prepared from information derived from and should be read in conjunction with the following:

1. The audited financial statements of Revive as at June 30, 2013.

2. The unaudited condensed interim financial statements of Mercury as at and for the three month period ending June 30, 2013.

The unaudited pro forma consolidated statement of financial position of Revive and Mercury as at June 30, 2013 has been presented assuming the Transaction had been completed on June 30, 2013.

The Transaction has been accounted for in accordance with IFRS 2, Share Based-Payments. The Transaction is considered to be a reverse takeover of Mercury by Revive. A reverse takeover transaction involving a non-public operating entity and a non-operating public company is in substance a share-based payment transaction, rather than a business combination. The transaction is equivalent to the issuance of shares by the non-public operating entity, Revive, for the net assets and the listing status of the non-operating public company, Mercury. The fair value of the shares issued was determined based on the fair value of the common shares issued by Revive.

The unaudited pro forma consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), and, in the opinion of management, include all adjustments necessary for fair presentation. No adjustments have been made to reflect additional costs or cost savings that could result from the combination of the operations of Revive and Mercury, as management does not anticipate any material costs or cost savings as a result of the Transaction.

The unaudited pro forma consolidated statements have been prepared for illustration purposes only and may not be indicative of the combined results or financial position had the Transaction been in effect at the date and for the period indicated.

2. Pro Forma Assumptions and Adjustments

On July 18, 2013, Mercury announced that it had entered into a letter agreement dated July 18, 2013 with Revive, pursuant to which a wholly owned subsidiary of Mercury will, subject to a number of conditions, amalgamate with Revive to form a newly amalgamated entity which will be a wholly owned subsidiary of Mercury (the "Resulting Issuer"). From an accounting perspective Revive will ultimately obtain the listing status of Mercury and the Transaction will constitute Mercury's qualifying transaction pursuant to the policies of the TSX Venture Exchange. On closing of the Transaction former Revive and Mercury shareholders will respectively control 12,933,330 and 1,852,065 common shares of the Resulting Issuer. The transaction is equivalent to the issuance of shares and share-based payments by the non-public operating entity, Revive, for the net assets and the listing status of the non-operating public company, Mercury.

The unaudited pro forma consolidated statement of financial position gives effect to the following assumptions and adjustments:

a) On July 10, 2013, Mercury completed an Initial Public Offering ("IPO") by issuing 1,185,400 common shares at a price of $0.30 per share, for gross proceeds of $355,620.

b) The agent of the IPO received a cash commission of $35,562.

c) The prepaid expenses of Mercury consist of incremental costs related to its IPO. These costs were classified as share issue costs on closing of the IPO.

d) Share capital and the deficit of Mercury are eliminated.

The fair value of the consideration is as follows:

Deemed issuance of 1,852,065 common shares to the former shareholders of Mercury	$555,620
Replacement agent warrants deemed granted to agents on Mercury IPO (2(e))	18,729
Options deemed granted to the former officers and directors of Mercury (2(f))	49,987
	$624,336

The allocation of the consideration is as follows:

Cash and funds held in trust (post IPO)	$ 396,706
Accounts payable and accrued liabilities	(27,351)
Transaction costs expensed	254,981
Value attributed to Revive shares issued	$ 624,336

2. Pro Forma Assumptions and Adjustments - continued

e) The agent of the IPO, received 118,540 agent warrants at an exercise price of $0.30 per share, exercisable until July 12, 2015. The agent warrants have been valued at $18,729, using the Black-Scholes option pricing model with the following assumptions:

Risk- free interest rate	1.14%
Dividend yield	Nil
Volatility factor	100%
Expected life	2 years

The value of the agent warrants has been included in the fair value of the consideration paid as Revive will have been deemed to issue replacement warrants to the agent on close of the Transaction.

f) At the closing of the IPO, Mercury granted 185,206 incentive stock options to officers and directors. The options may be exercised for a period of ten years at a price of $0.30 per share. The options have been valued at $49,987, using the Black-Scholes option pricing model with the following assumptions:

Risk- free interest rate	2.45%
Dividend yield	Nil
Volatility factor	100%
Expected life	10 years

The value of the options has been included in the fair value of the consideration paid as Revive will have been deemed to issue replacement options on close of the Transaction.

g) Concurrently with the Transaction, Revive intends to complete a private placement (the "Private Placement") of a minimum of 3,700,000 common shares at a price of $0.30 per common share and a maximum of 5,000,000 common shares at a price of $0.30 per common share for gross proceeds of $1,110,000 and $1,500,000, respectively. The minimum private placement has been assumed for purposes of the unaudited pro forma consolidated statement of financial position.

h) The agent of the Private Placement will receive as compensation 8% of the gross proceeds ($88,800) of the minimum Private Placement.

i) The agent of the Private Placement will receive a minimum of 296,000 broker warrants at an exercise price of $0.30 per share for a period of one year. The broker warrants have been valued at $34,300 using the Black-Scholes option pricing model with the following assumptions, all of which have been treated as a period expense:

Risk- free interest rate	1.14%
Dividend yield	Nil
Volatility factor	100%
Expected life	1 year

2. Pro Forma Assumptions and Adjustments – continued

j) Costs directly related to the Transaction are estimated at $150,000.

k) The pro forma effective income tax rate applicable to the operations will be approximately 26.5%.

3. Pro Forma Share Capital

	Note	Number	Amount
Revive common shares issued and outstanding as at June 30, 2013		12,933,330	$ 890,000
Mercury common shares issued and outstanding as at June 30, 2013		666,665	97,495
Shares issued in connection with the IPO	2(a)	1,185,400	355,620
Share issue costs related to IPO	2(b)(c)	-	(72,912)
Adjustment for Transaction	2(d)	(1,852,065)	(380,203)
Acquisition of Mercury at fair value	2(d)	1,852,065	555,620
Shares issued in connection with the Private Placement	2(g)	3,700,000	1,110,000
Agent warrants issued in connection with the Private Placement	2(i)	-	(34,300)
Share issue costs related to the Private Placement	2(h)	-	(88,800)
Pro forma share capital, June 30, 2013		18,485,395	$ 2,432,520