

MATERIAL CHANGE REPORT
Form 51-102F3

1. **Reporting Issuer**

Mercury Capital II Limited (the “**Issuer**”)
1 Adelaide Street East, Suite 801
Toronto, Ontario M5C 2V9

2. **Date of Material Change**

November 26, 2013

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on November 27, 2013 through Marketwired and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer announced that it had entered into a definitive agreement and filed a filing statement on SEDAR in connection with the Issuer’s proposed qualifying transaction with Revive Therapeutics Inc.

5. **Full Description of Material Change**

The material change is fully described in the news release attached hereto.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The executive officer who can answer questions regarding this report is Thomas Sears, Chief Executive Officer. Mr. Sears can be reached at (416) 369-4202.

9. **Date of Report**

November 29, 2013

**MERCURY CAPITAL II LIMITED ENTERS INTO DEFINITIVE AGREEMENT
AND FILES FILING STATEMENT ON SEDAR IN CONNECTION WITH PROPOSED
QUALIFYING TRANSACTION WITH REVIVE THERAPEUTICS INC.**

Toronto, Ontario (November 27, 2013) Mercury Capital II Limited. (“**Mercury**”) (TSXV:MFF.P), a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”), is pleased to provide this update on the proposed arm's length acquisition of 100% of the common shares of Revive Therapeutics Inc. (“**Revive**”) by Mercury previously announced on July 18, 2013. Pursuant to the terms of an amalgamation agreement dated November 26, 2013 (the “**Amalgamation Agreement**”) and subject to completion of certain conditions precedent, including, completion of a concurrent financing and receipt of all necessary regulatory and Exchange approvals, the proposed acquisition of Revive will qualify as Mercury’s “Qualifying Transaction” as defined by Exchange Policy 2.4.

About Revive Therapeutics Inc.

Revive, incorporated under the laws of the Province of Ontario on August 7, 2012, 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.

There are currently 15 shareholders of Revive. Fabio Chianelli of Ontario, Canada (the Chief Executive Officer and a sole director of Revive) owns 65.7% of the outstanding shares of Revive. No other person owns or controls, directly or indirectly, more than 10% of the outstanding shares of Revive.

About the Proposed Transaction

Pursuant to the Amalgamation Agreement, Mercury and Revive have agreed to combine their businesses by means of a triangular amalgamation (the “**Amalgamation**”). The Amalgamation is expected to constitute the Qualifying Transaction of Mercury as defined by the policies of the Exchange. Mercury and Revive anticipate closing the Amalgamation on or before February 23, 2014.

The Amalgamation will effectively provide for the acquisition of all of the outstanding equity interests of Revive by Mercury, indirectly through a wholly-owned Ontario incorporated subsidiary of Mercury (the “**Amalgamation Entity**”) in a transaction in which the shareholders of Revive will receive shares of Mercury (the “**Resulting Issuer Shares**”). As a result of the Amalgamation of Amalgamation Entity and Revive (the “**Amalgamated Corporation**”), Mercury (the “**Resulting Issuer**”) will become the sole beneficial owner of all of the outstanding shares of Amalgamated Corporation. The exchange ratio for the exchange of shares of Revive (“**Revive Shares**”) will be 1:1.

The Amalgamation will result in Mercury issuing an aggregate of 12,933,330 Resulting Issuer Shares to the shareholders of Revive (the “**Consideration Shares**”) and an aggregate of up to 5,000,000 Resulting Issuer Shares to purchasers in connection with the proposed Offering (as such term is defined below).

The Amalgamation is an arm's length transaction and therefore is not a related party transaction pursuant to Multilateral Instrument 61-101. As a result, no meeting of Mercury shareholders is required as a condition to completion of the Amalgamation.

In conjunction with the Amalgamation, Revive expects to complete a brokered private placement (the “**Offering**”) through Hampton Securities Limited (the “**Agent**”) to raise gross proceeds of a minimum of \$1,110,000 (the “**Minimum Offering**”) and a maximum of \$1,500,000 (the “**Maximum Offering**”) through the issuance of subscription receipts (the “**Subscription Receipts**”). Each Subscription Receipt issued in connection with the Offering will entitle 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 Offering, the

Agent will be entitled to a cash commission equal to 8% of the aggregate gross proceeds raised and broker warrants exercisable for Revive Shares equal to 8% of the number of Subscription Receipts issued. Pursuant to the Amalgamation each one (1) broker warrant issued pursuant to the Offering will be exchanged for one (1) broker warrant of the Resulting Issuer.

The net proceeds of the Offering will be used by the Resulting Issuer to conduct proof of concept trials of Revive's patents (REV-001 and REV-002) and for working capital.

The Amalgamation will result in Mercury issuing an aggregate of 12,933,330 Resulting Issuer Shares to the Revive shareholders and up to 5,000,000 Resulting Issuer Shares to purchasers in connection with the Offering. Revive does not have any convertibles securities.

Assuming the maximum Offering is achieved, the former Revive shareholders will own approximately 65.11% 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 take-over of Mercury.

Following completion of the Amalgamation, the Amalgamated Corporation will be a wholly-owned subsidiary of the Resulting Issuer, the auditors of the Resulting Issuer will be MNP LLP and it is anticipated that the name of Mercury will be changed so that the name of the Resulting Issuer will be Revive Therapeutics Ltd.

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.

The proposed management of the Resulting Issuer following the completion of the Amalgamation is as follows:

Fabio Chianelli, Chief Executive Officer

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 Genex Biotechnology Corporation. Mr. Chianelli also served as a business consultant to Titan Medical Inc., an Exchange listed issuer, from July 2008 to February 2013. Mr. Chianelli received his Bachelor of Commerce from Ryerson University.

Craig Leon, Director

Mr. Leon served as the Chief Executive Officer and Chairman of the board of Titan Medical Inc., an Exchange listed issuer, 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 Genex 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.

Carlo Sansalone, Director

Mr. Sansalone holds a B.Comm from Ryerson University and he has been the President of Sanscon Construction Ltd. since 1999.

William Jackson, Director

William Jackson is currently Chief Executive Officer of Atwill Medical Solutions. Mr. Jackson was a co-founder of Covalon Technologies Ltd., an Exchange listed issuer, 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., an Exchange listed issuer, from April 2008 to June 2010.

Carmelo Marrelli, Chief Financial Officer

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, an Exchange listed issuer.

Dr. Bev Incedon, Vice-President of Research and Development

Dr. Bev Incedon 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. Incedon 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. Incedon 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. Incedon 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.

Robbie Grossman, Corporate Secretary

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. He is currently an officer and director of several publicly-listed issuers.

Sponsorship

Sponsorship of a Qualifying Transaction of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. Mercury intends on applying for an exemption from the sponsorship requirements under subsection 3.4(a)(ii) of Policy 2.2 of the Exchange Corporate Finance Manual, however, there is no assurance that Mercury will ultimately obtain either of these exemptions.

Filing Statement filed on SEDAR

Mercury has filed its Filing Statement on SEDAR (www.sedar.com) pursuant to Exchange requirements in connection with the Amalgamation. The Filing Statement is the disclosure document that outlines the details of the Amalgamation, information about Mercury and information about Revive, and its business, including financial statements of Mercury, Revive and pro forma financial statements. Readers of this release are encouraged to review the information in the Filing Statement.

About Mercury Capital II Limited

Mercury, a capital pool company within the meaning of the policies of the Exchange, was incorporated on March 27, 2012 and was listed on the Exchange on July 12, 2013. Mercury does not have any operations and has no assets other than cash. Mercury's business is to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction under the policies of the Exchange.

Trading of the common shares of Mercury remains halted in connection with the dissemination of this press release, and will recommence at such time as the Exchange may determine, having regard to the completion of certain requirements pursuant to Exchange Policy 2.4.

For more information please contact: Thomas Sears
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The information provided in this press release regarding Revive and its management has been provided by Revive and has not been independently verified by Mercury.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Mercury and Revive believe that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Mercury and Revive disclaim any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.