

**NATIONAL INSTRUMENT 62-103  
EARLY WARNING REPORT**

**1. Name and address of offeror.**

Fabio Chianelli (the “**Offeror**”)  
c/o Revive Therapeutics Ltd.  
5 Director Court, Suite 105  
Vaughan, ON L4L 4S5

**2. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstances.**

In connection with the closing of the reverse take-over transaction on December 30, 2013 (the “**Transaction**”) between Revive Therapeutics Ltd. (the “**Issuer**”, formerly Mercury Capital II Limited) and Revive Therapeutics Inc. (“**Revive**”), the Offeror acquired ownership or control over 8,850,600 common shares of the Issuer, representing approximately 47.85% of the Issuer’s currently outstanding common shares.

**3. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report.**

Immediately following the Transaction, the Offeror will hold, directly or indirectly, beneficial ownership of, or the power to exercise control or direction over, 8,870,200 common shares of the Issuer, representing approximately 47.96% of the currently issued and outstanding common shares of the Issuer.

**4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (3) over which:**

**i. the offeror, either alone or together with any joint actors, has ownership and control;**

The Offeror has ownership and control over 8,749,600 common shares of the Issuer, representing approximately 47.30% of the currently issued and outstanding common shares of the Issuer.

**ii. the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and**

Not applicable.

**iii. the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

The Offeror, together with his spouse, has control but does not have ownership over 121,000 common shares of the Issuer, representing approximately 0.65% of the currently issued and outstanding common shares of the Issuer.

**5. The name of the market in which the transaction or occurrence that gave rise to the news release took place.**

Not applicable. The Offeror acquired the securities of the Issuer in exchange for securities of Revive he owned or controlled pursuant to the Transaction.

- 6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a report.**

The 8,850,600 common shares of the Issuer acquired by the Offeror in exchange for securities of Revive he owned or controlled were acquired at a deemed price of \$0.30 per share pursuant to the terms of an amalgamation agreement dated November 26, 2013 between the Issuer, Revive and a wholly owned subsidiary of the Issuer.

- 7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The common shares were acquired for investment purposes. The Offeror may increase or reduce his investment in the Issuer according to market conditions or other relevant factors.

- 8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

The Offeror acquired the securities of the Issuer in exchange for securities of Revive he owned or controlled pursuant to the Transaction. See the Filing Statement of the Issuer dated November 26, 2013 filed on SEDAR.

- 9. The names of any joint actors in connection with the disclosure required by Appendix E of National Instrument 62-103.**

See Section 4 above.

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value in Canadian dollars of the consideration paid by the offeror.**

See Sections 4 and 5 above.

- 11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.**

Not applicable.

**DATED** this 17th day of January, 2014.