REVIVE THERAPEUTICS LTD.

(Formerly Mercury Capital II Limited)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED

DECEMBER 31, 2013

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Revive Therapeutics Ltd. ("Revive" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and six months ended December 31, 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 of Old Revive as defined under Corporate Highlights section below) to June 30, 2013, together with the notes thereto and the unaudited condensed interim consolidated financial statements of Revive for the three and six months ended December 31, 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 three and six months ended December 31, 2013, are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at February 27, 2014, unless otherwise indicated.

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting.

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 statements 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 the 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 it requires 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 processes 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 agreements to bring drug candidates 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

Revive is a Canadian public company focused on acquiring, developing and commercializing treatments for major market opportunities such as sleep apnea, gout and rare diseases. Revive aims to bring drugs to the 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. Additional information on Revive is available at **www.revivethera.com**.

The Company's registered and legal office is located at 5 Director Court, Suite 105, Vaughan Ontario, L4L 4S5.

Corporate Highlights

Revive Therapeutics Inc. ("Old Revive") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on August 7, 2012.

Mercury Capital II Limited ("Mercury") was incorporated under the Business Corporations Act (Ontario) on March 27, 2012 with the intent on becoming a "Capital Pool Company" ("CPC") pursuant to Policy 2.4 - Capital Pool Companies (the "CPC Policy") of the TSX Venture Exchange (the "Exchange"). On December 30, 2013, the Company completed a triangular amalgamation whereby Old Revive shares were exchanged for Mercury shares on the basis of one (1) Mercury share for each one (1) Old Revive share (the "Amalgamation"). The Amalgamation was accounted for as a reverse takeover ("RTO") whereby Old Revive was identified as the acquirer for accounting purpose and the resulting unaudited condensed interim consolidated financial statements are presented as a continuance of Old Revive and the comparative figures presented in the unaudited condensed interim consolidated financial statements after the RTO are those of Old Revive. The transaction was Mercury's Qualifying Transaction (as such term is defined in the CPC Policy) completed in accordance with the policies of the Exchange. Mercury had no significant assets other than cash with no commercial operations at the time of the RTO. Concurrently with the completion of the RTO, Mercury changed its name to "Revive Therapeutics Ltd.".

The share capital of each company prior to the RTO was as follows:

Mercury	Number of Common Shares	Amount ($)
Balance at June 30, 2013	666,665	97,495
Balance at December 30, 2013 prior to the RTO	**1,852,065**	**311,709**

Old Revive	Number of Common Shares	Amount ($)
Balance at June 30, 2013	12,933,330	890,000
Balance at December 30, 2013 prior to the RTO	**12,933,330**	**890,000**

On December 30, 2013, Old Revive and Mercury completed the Amalgamation whereby Old Revive shares were exchanged for Mercury shares on the basis of one (1) Mercury share for each one (1) Old Revive share. Pursuant to the Amalgamation, Mercury issued an aggregate of 16,645,163 Mercury shares to the shareholders of Revive (including an aggregate of 3,711,833 Mercury shares to purchasers in connection with the closing of the subscription receipt financing).

Based on the statement of financial position of Mercury at the time of the RTO, the net assets at estimated fair value that were acquired by Old Revive were $253,510 and the resulting transaction cost charged to the unaudited condensed interim consolidated statement of comprehensive loss is as follows:

	Amount ($)
Consideration	
Shares	555,620
Broker warrants	16,003
Stock options	30,692
Total consideration	**602,315**
Identifiable assets acquired	
Cash	263,588
Prepaid expenses	1,205
Accounts payable and accrued liabilities	(11,283)
Unidentifiable assets acquired	
Transaction cost	348,805
Total net identifiable assets and transaction cost	**602,315**

On January 31, 2014, the Company granted 590,000 stock options to certain officers, directors, and employees of the Company at an exercise price of $0.66 per common share expiring on January 31, 2024 (see "Subsequent Events" section below).

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 potential 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

Operations

The Company in-licensed the rights to develop our REV-001 from Numedicus Limited ("Numedicus"). REV-001 has shown indication of efficacy in animal studies for opioid-induced respiratory depression. The Company initiated a human clinical proof of concept study in late-2013. The Company was assigned the patent application to develop REV-002 from Xenexus Pharmaceutical Pty Ltd. ("Xenexus") 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.

REV-001

(a) On September 4, 2012, as amended on March 7, 2013, the Company entered into a patent licence agreement with Numedicus whereby the Company acquired the exclusive rights to develop and commercialize Patent Document PCT/GB2012/050831. To date, the Company has paid GBP £10,000 (actual Canadian dollars at date of transaction - $15,922) to Numedicus to comply with the terms of the licence agreement. In addition, certain milestone payments will be paid in the future if certain triggering events occur. There will also be a 3% royalty charged on net sales value for any licensed products. As of December 31, 2013, the Company is in compliance with the terms of the licence agreement.

(b) 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 develop and commercialize Patent Document PCT/GB2013/051213. To date, the Company has paid GBP £10,000 (actual Canadian dollars at date of transaction - $16,927) to Numedicus to comply with the terms of the licence agreement. In addition, certain milestone payments will be paid in the future if certain triggering events occur. There will also be a 3% royalty charged on net sales value for any licensed products. As of December 31, 2013, the Company is in compliance with the terms of the licence agreement.

Pursuant to the REV-001 agreements in (a) and (b) above, additional annual license fees amounting to GBP £20,000, are due on September 4, 2014 and each year thereafter.

During the three and six months ended December 31, 2013, the Company incurred $23,399 in REV-001 research costs for consulting services of clinical trial design and research (three and six months ended December 31, 2012 - $44,328 in REV-001 research costs for animal studies conducted in London, United Kingdom and consulting services).

REV-002

(a) On April 3, 2013, the Company entered into a patent licence agreement with 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 superseded the original patent 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 will be obligated to pay to Xenexus 5% of any upfront milestone payments and subsequent milestone fees from its licensee. As of December 31, 2013, the Company is in compliance with the terms of the assignment agreement.

Financial

At December 31, 2013, the Company had working capital of $1,670,832, compared to working capital of $673,479 at June 30, 2013. The Company had cash and cash equivalents of $1,845,548 at December 31, 2013, compared to $705,865 at June 30, 2013. The increase in both working capital and cash and cash equivalents is primarily due to (i) the completion of Mercury's Qualifying Transaction with Old Revive; and (ii) Old Revive completing a private placement of 3,711,833 subscription receipts at a deemed price of $0.30 per subscription receipt, for aggregate gross proceeds of $1,113,550.

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 the 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, new strategic relationships with pharmaceutical companies and other third parties, and licensing and acquisitions of drug development and medical device opportunities.

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.

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 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 ($)	Per Share ($) [7]	
December 31, 2013	-	(560,304) [1]	(0.04)	1,946,792
September 30, 2013	-	(37,752) [2]	(0.00)	717,013
June 30, 2013	-	(78,610) [3]	(0.00)	753,725
March 31, 2013	-	(29,164) [4]	(0.00)	806,985
December 31, 2012	-	(62,129) [5]	(0.01)	487,033
August 7, 2012 to September 30, 2012	-	(7,372) [6]	(0.00)	242,628

Notes:

(1) Net loss of $560,304 consisted of $23,399 of research costs, $146,900 of professional fees and disbursements, $348,805 of reverse takeover transaction cost and $24,000 of consulting fees. All other expenses related to general working capital purposes.

(2) Net loss of $37,752 consisted of $10,479 of office expenses and $24,000 of consulting fees. All other expenses related to general working capital purposes.

(3) Net loss of $78,610 consisted of $3,678 of research costs, $2,290 of office expenses, $27,642 of professional fees and disbursements and $45,000 of consulting fees.

(4) Net loss of $29,164 consisted of $10,872 of research costs, $3,292 of office expenses and $15,000 of consulting fees.

(5) Net loss of $62,129 consisted of $44,328 of research costs, $2,801 of office expenses and $15,000 of consulting fees.

(6) Net loss of $7,372 consisted of $2,372 of office expenses and $5,000 of consulting fees.

(7) Basic and diluted per share basis.

Discussion of Operations

Six months ended December 31, 2013, compared to the period from August 7, 2012 to December 31, 2012

The Company's net loss totaled $598,056 for the six months ended December 31, 2013, with basic and diluted loss per share of $0.05. This compares with a net loss of $69,501 with basic and diluted loss per share of $0.01 for the period from August 7, 2012 to December 31, 2012.

Net loss for the six months ended December 31, 2013 principally related to professional fees and disbursements of $147,200, consulting fees of $48,000, depreciation of $2,143, research costs of $23,399, rent of $9,000, office expenses of $19,509 and RTO transaction cost of $348,805. Net loss for the period from August 7, 2012 to December 31, 2012 consisted of consulting fees of $20,000, research costs of $44,328 and office expenses of $5,173. The increase in expenses of $528,555 related primarily to: (i) the Amalgamation (see "Corporate Highlights" above); and (ii) support costs of becoming a reporting issuer.

Three months ended December 31, 2013, compared to the three months ended December 31, 2012

The Company's net loss totaled $560,304 for the three months ended December 31, 2013, with basic and diluted loss per share of $0.04. This compares with a net loss of $62,129 with basic and diluted loss per share of $0.01 for the three months ended December 31, 2012.

Net loss for the three months ended December 31, 2013 principally related to professional fees and disbursements of $146,900, consulting fees of $24,000, depreciation of $1,283, research costs of $23,399, rent of $6,887, office expenses of $9,030 and RTO transaction cost of $348,805. Net loss for the three months ended December 31, 2012 consisted of consulting fees of $15,000, research costs of $44,328 and office expenses of $2,801. The increase in expenses of $498,175 related primarily to: (i) the Amalgamation (see "Corporate Highlights" above); and (ii) support costs of becoming a reporting issuer.

Liquidity and Financial Position

Cash used in operating activities was $114,856 for the six months ended December 31, 2013. Operating activities were affected by a $2,143 adjustment for depreciation and $348,805 adjustment for RTO transaction cost and the net change in non-cash working capital balances of $132,252 because of increases in other receivables, prepaid expenses and accounts payable and accrued liabilities.

Cash used in investing activities was $28,792 for the six months ended December 31, 2013. This pertained to purchase of equipment of $11,865 and the payment to Numedicus of GBP £10,000 (actual Canadian dollars at date of transaction - $16,927) to comply with the terms of the REV-001 licence agreement.

Cash provided by financing activities was $1,283,331 for the six months ended December 31, 2013 which represents $1,019,743 net proceeds from issuance of shares and $263,588 cash obtained from Mercury upon the completion of the RTO.

At December 31, 2013, Revive had $1,845,548 in cash and cash equivalents.

Accounts payable and accrued liabilities were $210,065 at December 31, 2013. The Company's cash and cash equivalents balance as at December 31, 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 December 31, 2013, and to the date of this MD&A, the cash resources of Revive are held with Canadian chartered banks and in a trust account of a law firm, in which the Corporate Secretary of the Company is a partner.

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.

As of December 31, 2013, based on current projections, Revive's working capital of $1,670,832 is expected to meet its expenses for a minimum period of approximately twelve months. The table below outlines the Company's use of proceeds for the following twelve months ending December 31, 2014.

Use of proceeds	Amount	Spent	Remaining Funds to Spend
Patent Licence Fee pursuant to REV-001 Licence Agreements [(1)]	$35,254	$nil	$35,254
REV-001 research and development, and clinical trials	$200,000	$nil	$200,000
REV-002 research and development, and clinical trials	$500,000	$nil	$500,000
REV-003 research and development, and clinical trials	$40,000	$nil	$40,000
REV-101 analog research and development	$35,000	$nil	$35,000
Intellectual Property Costs	$75,000	$nil	$75,000
G&A for 12 months [(2)]	$580,000	$nil	$580,000
Unallocated Working Capital	$205,578	$nil	$205,578
Total	**$1,670,832**	**$nil**	**$1,670,832**

Notes:

(1) The actual fee payable is £20,000. Based on Bank of Canada's daily noon exchange rate of £1.00 equals to $1.7627 as at December 31, 2013.
(2) 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 Revive. For these reasons, management considers it to be in the best interests of Revive 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.

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	Three Months Ended December 31, 2013 ($)	Three Months Ended December 31, 2012 ($)
Fabiotech Inc. ("Fabiotech") (i)	24,000	15,000
Marrelli Support Services Inc. ("Marrelli Support") (ii)	4,380	nil
McMillan LLP ("McMillan") (iii)	101,020	nil
Total	**129,400**	**15,000**

Names	Six Months Ended December 31, 2013 ($)	Period from August 7, 2012 to December 31, 2012 ($)
Fabiotech (i)	48,000	20,000
Marrelli Support (ii)	4,380	nil
McMillan (iii)	101,020	nil
Total	**153,400**	**20,000**

(i) Fabiotech is a corporation controlled by the Chief Executive Officer ("CEO"), President and Director of the Company. As at December 31, 2013, $33,040 (June 30, 2013 - $32,000) was owed to Fabiotech and this amount was included in accounts payable and accrued liabilities.

(ii) Marrelli Support was owed $11,202 as at December 31, 2013 (June 30, 2013 - $2,500) for the services of Carmelo Marrelli to act as Chief Financial Officer of the Company. This amount was included in accounts payable and accrued liabilities. In addition, Marrelli Support also provides bookkeeping services to the Company. Carmelo Marrelli is the president of Marrelli Support. The amounts charged by Marrelli Support are based on what Marrelli Support usually charges its clients. The Company expects to continue to use Marrelli Support for an indefinite period of time.

(iii) McMillan was owed $101,020 as at December 31, 2013 (June 30, 2013 - $nil) for legal services (including disbursements) and this amount was included in accounts payable and accrued liabilities. Robbie Grossman, Corporate Secretary of Revive, is a partner at McMillan. The amounts charged by McMillan are based on what McMillan usually charges its clients. The Company expects to continue to use McMillan for an indefinite period of time.

(b) Major shareholders

To the knowledge of the directors and senior officers of the Company, as at December 31, 2013, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all of the common shares of the Company other than Mr. Fabio Chianelli, CEO and a Director of the Company, who owns or controls, directly or indirectly, 47.96% of the issued and outstanding shares of the Company. The holding can change at any time at the discretion of the owner.

None of the Company's major shareholders have different voting rights other than holders of the Company's common shares.

The Company is not aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, other than Mr. Fabio Chianelli, the CEO and a Director of the Company, who owns or controls, directly or indirectly, 47.96% of the issued and outstanding shares of the Company, the Company is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

Change in Accounting Policies

(i) 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. At July 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(ii) IFRS 11, Joint Arrangements was issued by the IASB on May 12, 2011 and will replace IAS 31, 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. At July 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(iii) IFRS 12, Disclosure of Interest in Other Entities 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. At July 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(vi) IAS 28, Investments in Associates and Joint Ventures ("IAS 28") 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). At July 1, 2013, the Company adopted this standard and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

Recent accounting pronouncements

(i) 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, 2018. The Company is in the process of assessing the impact of this pronouncement.

(ii) IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted.

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

The Company does not currently have any proposed transactions approved by the Board of Directors.

Share Capital

As of the date of this MD&A, the Company had 18,497,228 common shares issued and outstanding, and broker warrants exercisable for 414,927 common shares and stock options exercisable for 775,206 common shares.

Financial Instruments

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

Fair Values
As at December 31, 2013, the carrying amount of the Company's financial instruments, which consist of cash and cash equivalents, other receivables and accounts payable and accrued liabilities, 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 and cash equivalents are held with a large financial institution in Canada and in the trust account of a reputable law firm 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.

Risk Factors

Please refer to the section entitled "Risk Factors" in the Filing Statement dated as of November 26, 2013 filed on on SEDAR at **www.sedar.com**.

Subsequent Events

(a) On January 15, 2014, the Company announced the initiation of a Phase 2a proof of concept study of REV-001 (tianeptine), for the prevention of opioid-induced respiratory depression (the "Study"). The Study is being conducted at the Leiden University Medical Center in The Netherlands under the supervision of Prof. Dr. Albert Dahan, M.D., Ph.D.

(b) On January 31, 2014, the Company granted 590,000 stock options to certain officers, directors, and employees of the Company at an exercise price of $0.66 per common share expiring on January 31, 2024.

(c) On February 12, 2014, the Company announced interim results of the first eight patients from its ongoing Phase 2a proof-of-concept study (the "Study") of REV-001 for the prevention of opioid-induced respiratory depression.

The preliminary data from the Study yielded the following key findings:

- Treatments with REV-001 were safe and well tolerated at the 37.5 mg dose, were not associated with serious adverse events, and there were no treatment-related discontinuations
- Encouraging clinical activity in resting ventilation, breathing frequency and tidal volume following administration of REV-001 and exposure to alfentanil (a potent opioid analgesic)
- Treatments with REV-001 did not affect analgesia

Based on the interim results of the Study, Revive is continuing with the Study protocol on a blinded basis and investigating the dose response at 50 mg per dose in the remaining eight healthy subjects. Upon completion of the Study, including the analysis of, but not limited to, resting ventilation, resting breathing frequency, tidal volume, end-tidal Partial Pressure of Carbon Dioxide (PCO2) and blood oxygen saturation (SpO2), carbon-dioxide responses, and antinociception, Revive will determine the appropriate next phase of clinical development. Revive plans to present the comprehensive data from the Study, once it has been completed, at a future scientific meeting.

(d) On February 20, 2014, the Company signed a material transfer agreement (the "MTA") with a global pharmaceutical company headquartered in Osaka, Japan. Per the MTA, Revive will have access to confidential information and clinical trial supply of the drug bucillamine for Revive's human clinical trial of REV-002. In return, the global pharmaceutical company will have exclusive commercialization rights in Japan, Korea and Taiwan, and Revive will have exclusive commercialization rights in the rest of the world.

Additional Disclosure for Venture Issuers without Significant Revenue

Office expenses:

	Six Months Ended December 31, 2013 ($)	Period from August 7, 2012 to December 31, 2012 ($)
Administrative	6,431	1,060
Bank charges	290	399
Insurance	486	nil
Interest income	(286)	nil
Meals and entertainment	7,199	241
Reporting issuer costs	256	nil
Travel and accommodation	5,133	3,473
Total	**19,509**	**5,173**

	Three Months Ended December 31, 2013 ($)	Three Months Ended December 31,2012 ($)
Administrative	2,299	525
Bank charges	198	186
Insurance	365	nil
Interest income	nil	nil
Meals and entertainment	5,750	120
Reporting issuer costs	256	nil
Travel and accommodation	162	1,970
Total	**9,030**	**2,801**

Intangible assets as at December 31, 2013:

Description	Costs	Accumulated Depreciation	Net Book Value
REV-001	32,919	1,787	31,132
REV-002	25,000	1,406	23,594
Total	**57,919**	**3,193**	**54,726**

Intangible assets as at June 30, 2013:

Description	Costs	Accumulated Depreciation	Net Book Value
REV-001	15,992	965	15,027
REV-002	25,000	781	24,219
Total	**40,992**	**1,746**	**39,246**