REVIVE THERAPEUTICS LTD.

(Formerly Mercury Capital II Limited)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2014

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 year ended June 30, 2014. 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 for the year ended June 30, 2014 and the period from August 7, 2012 to June 30, 2013, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered September 15, 2014, unless otherwise indicated.

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 candidates 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 candidates 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 consolidated financial statements are presented as a continuance of Old Revive and the comparative figures presented in the 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 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 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.

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.

On February 12, 2014, the Company announced interim results of the first eight patients from its ongoing 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); and
- 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.

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.

On April 30, 2014, the Company announced that it submitted a pre-Investigational New Drug (pre-IND) meeting request to the US Food and Drug Administration ("FDA") for its gout drug candidate, REV-002.

On May 14, 2014, the Company announced positive results from a pre-clinical study with tianeptine for the treatment of Rett syndrome, a rare disease (referred to by Revive as "REV-003").

On June 5, 2014, Revive announced that it has submitted a pre-IND package to the FDA for its gout drug candidate, REV-002.

On June 27, 2014, Revive announced positive results from the second-half of its Phase 2a proof-of-concept study of REV-001 targeted for the treatment and/or prevention of opioid-induced respiratory depression for patients with sleep apnea in a post-operative setting.

The purpose of the study is to determine the effect of an oral dose of REV-001 on alfentanil-induced respiratory depression and analgesia. The results of the study indicate that a single dose of REV-001 may treat and/or prevent opioid induced respiratory depression in a post-operative setting, without affecting analgesia. The 16-patient, placebo-controlled, double-blind, randomized two-way crossover trial was performed by one of the leading experts in the field, Professor Dr. Albert Dahan, M.D., Ph.D., at the Leiden University Medical Center in The Netherlands. Full results of the Study to be published.

The data from the second-half of the Study in the eight patients yielded the following key findings:

- Treatments with REV-001 were safe and well tolerated at the 50 mg dose, were not associated with serious adverse events, and there were no treatment-related discontinuations;
- A significant increase on respiratory drive as measured by inspired minute ventilation at an elevated expired PCO2 (VE55) of 36% ($p = 0.039$) by REV-001 as compared to placebo during high-dose alfentanil infusion induced respiratory depression;
- Treatments with REV-001 did not affect the opioids analgesic properties; and
- Treatments with REV-001 did not affect sedation.

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 Pharmaceuticals 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 license 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 license 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 June 30, 2014, the Company is in compliance with the terms of the license agreement.

(b) On September 4, 2012, as amended on March 7, 2013, the Company entered into an additional license 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 license 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 June 30, 2014, the Company is in compliance with the terms of the license agreement.

Pursuant to the REV-001 agreements in (a) and (b) above, additional annual license fees amounting to GBP £20,000 ($36,522, based on actual Canadian Dollar vs. British Pound exchange rate as at June 30, 2014), are due on September 4, 2014 and each year thereafter.

During the year ended June 30, 2014, the Company incurred $107,302 in REV-001 research costs for consulting services of clinical trial design and research (period from August 7, 2012 to June 30, 2013 -

$58,878 in REV-001 research costs for animal studies conducted in London, United Kingdom and consulting services).

REV-002

On April 3, 2013, the Company entered into a patent license 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 license 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 licenses 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 June 30, 2014, the Company is in compliance with the terms of the assignment agreement.

During the year ended June 30, 2014, the Company incurred $38,124 in REV-002 research costs for consulting services of clinical trial design and research (period from August 7, 2012 to June 30, 2013 - $nil in REV-002 research costs).

REV-003

During the year ended June 30, 2014, the Company incurred $19,218 in REV-003 research costs for consulting services of clinical trial design and research (period from August 7, 2012 to June 30, 2013 - $nil in REV-003 research costs).

Financial

At June 30, 2014, the Company had working capital of $1,198,328, compared to working capital of $673,479 at June 30, 2013. The Company had cash and cash equivalents of $1,188,919 at June 30, 2014, 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 Annual Financial Information

The following is selected financial data derived from the audited consolidated financial statements of the Company at June 30, 2014 and 2013.

	Year ended June 30, 2014	Period from August 7, 2012 (date of incorporation) to June 30, 2013
Net loss	$(1,257,089)	$(177,275)
Net loss per share (basic and diluted)	$(0.08)	$(0.02)
	As at June 30, 2014	**As at June 30, 2013**
Total assets	$1,342,816	$753,725

- The net loss for the year ended June 30, 2014 consisted primarily of (i) reverse takeover transaction cost of $348,805; (ii) professional fees of $225,894; (iii) stock-based compensation of $187,346; (iv) consulting fees of $131,686 and (v) research costs of $164,644;

- The net loss for the period from August 7, 2012 to June 30, 2013 consisted primarily of (i) consulting fees of $80,000; and (ii) research costs of $58,878.

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 ($)	Per Share ($) [9]	
June 30, 2014	-	(380,157) [1]	(0.02)	1,342,816
March 31, 2014	-	(278,876) [2]	(0.02)	1,648,191
December 31, 2013	-	(560,304) [3]	(0.04)	1,946,792
September 30, 2013	-	(37,752) [4]	(0.00)	717,013
June 30, 2013	-	(78,610) [5]	(0.01)	753,725
March 31, 2013	-	(29,164) [6]	(0.00)	806,985
December 31, 2012	-	(62,129) [7]	(0.01)	487,033
August 7, 2012 to September 30, 2012	-	(7,372) [8]	(0.00)	242,628

Notes:

(1) Net loss of $380,157 consisted of $75,686 consulting fees, $126,702 research costs, $53,656 of professional fees and disbursements, $60,709 of salaries and benefits and $33,104 of stock-based compensation.
(2) Net loss of $278,876 consisted of $14,543 of research costs, $25,038 of professional fees and disbursements, $154,242 stock-based compensation, $58,987 of salaries and benefits and $8,000 consulting fees. All other expenses related to general working capital purposes.
(3) 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.
(4) 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.
(5) Net loss of $78,610 consisted of $3,678 of research costs, $544 of office expenses, $1,746 of amortization, $27,642 of professional fees and disbursements and $45,000 of consulting fees.
(6) Net loss of $29,164 consisted of $10,872 of research costs, $3,292 of office expenses and $15,000 of consulting fees.
(7) Net loss of $62,129 consisted of $44,328 of research costs, $2,801 of office expenses and $15,000 of consulting fees.
(8) Net loss of $7,372 consisted of $2,372 of office expenses and $5,000 of consulting fees.
(9) Basic and diluted per share basis.

Discussion of Operations

Twelve months ended June 30, 2014, compared to the period from August 7, 2012 to June 30, 2013

The Company's net loss totaled $1,257,089 for the twelve months ended June 30, 2014, with basic and diluted loss per share of $0.08. This compares with a net loss of $177,275 with basic and diluted loss per share of $0.02 for the period from August 7, 2012 to June 30, 2013.

Net loss for year ended June 30, 2014 principally related to professional fees and disbursements of $225,894, stock-based compensation of $187,346, salaries and benefits of $119,696, consulting fees of $131,686, depreciation and amortization of $4,348, research costs of $164,644, rent of $19,564, office expenses of $55,106 and RTO transaction cost of $348,805. Net loss for the period from August 7, 2012 to June 30, 2013 consisted of consulting fees of $80,000, research costs of $58,878 and office expenses of $9,009. The increase in expenses of $1,079,814 related primarily to: (i) the Amalgamation (see "Corporate Highlights" above); (ii) increased research costs on REV-001, REV-002 and REV-003, and (iii) support costs of becoming a reporting issuer.

Three months ended June 30, 2014, compared to the three months ended June 30, 2013

The Company's net loss totaled $380,157 for the three months ended June 30, 2014, with basic and diluted loss per share of $0.02. This compares with a net loss of $78,610 with basic and diluted loss per share of $0.01 for the three months ended June 30, 2013.

Net loss for the three months ended June 30, 2014 principally related to consulting fees of $75,686, professional fees and disbursements of $53,656, stock-based compensation of $33,104, salaries and benefits of $60,709, depreciation and amortization of $1,110, research costs of $126,702, rent of $4,226 and office expenses of $24,964. Net loss for the three months ended June 30, 2013 consisted of consulting fees of $45,000, professional fees of $27,642, amortization of $1,746, research costs of $3,678 and office expenses of $544. The increase in expenses of $301,547 related primarily to: (i) increased

research costs on REV-001, REV-002 and REV-003, and (ii) support costs of becoming a reporting issuer.

Liquidity and Financial Position

Cash used in operating activities was $768,463 for the year ended June 30, 2014. Operating activities were affected by a $4,348 adjustment for depreciation and amortization, $187,346 stock-based compensation, $348,805 adjustment for RTO transaction cost and the net change in non-cash working capital balances of $51,873 because of increases in other receivables, prepaid expenses and accounts payable and accrued liabilities.

Cash used in investing activities was $31,814 for the year ended June 30, 2014. This pertained to purchase of equipment of $11,866, 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 license agreement and associated legal fees of $3,021.

Cash provided by financing activities was $1,283,331 for the year ended June 30, 2014 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 June 30, 2014, Revive had $1,188,919 in cash and cash equivalents.

Accounts payable and accrued liabilities were $77,776 at June 30, 2014. The Company's cash and cash equivalents balance as at June 30, 2014, 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, 2014, and to the date of this MD&A, the cash resources of Revive are held with one Canadian chartered bank.

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 June 30, 2014, based on current projections, Revive's working capital of $1,198,328 is expected to meet its expenses for the period ending December 31, 2014. The table below outlines the Company's use of proceeds for this period.

Use of proceeds [5]	Amount	Spent (approx.) [3]	Remaining Funds to Spend or (excess)
Patent Licence Fee pursuant to REV-001 Licence Agreements [1]	$36,500	$nil	$36,500
REV-001 research and development, and clinical trials	$200,000	$83,900	$116,100
REV-002 research and development, and clinical trials	$500,000	$38,000	$462,000
REV-003 research and development, and clinical trials	$40,000	$19,000	$21,000
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	$328,500	$251,500

Unallocated Working Capital [4]	$201,228	$nil	$201,228
Total	**$1,667,728**	**$469,400**	**$1,198,328**

Notes:

[1] The actual fee payable is £20,000. Based on Bank of Canada's daily noon exchange rate of £1.00 equals to $1.8261 as at June 30, 2014.
[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).
[3] Based on expenditures from the consolidated statement of comprehensive loss from January 1, 2014 to June 30, 2014.
[4] The unallocated working capital will be reduced downwards to $201,228 from $205,578 to meet the allocated expenditures in the table above.
[5] The use of proceeds provided in the table above should be considered estimates. Actual expenditures to satisfy these estimated costs may, and most likely will, differ from these estimates.

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.

It is more than probable that if a financing is not obtained prior to December 31, 2014, the use of proceeds will be reallocated, or delayed, for the Company to continue operations.

Related Party Transactions

Related parties include the 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	Year Ended June 30, 2014 ($)	Period from August 7, 2012 to June 30, 2013 ($)
Fabiotech Inc. ("Fabiotech") (i)	56,000	70,670
Marrelli Support Services Inc. ("Marrelli Support") (ii)	23,880	2,500
McMillan LLP ("McMillan") (iii)	133,433	nil
RangerCap Inc. ("RangerCap") (iv)	37,500	nil
Total	**250,813**	**73,170**

(i) Fabiotech is a corporation controlled by the Chief Executive Officer ("CEO"), President and Director of the Company. As at June 30, 2014, $nil (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 $2,500 as at June 30, 2014 (June 30, 2013 - $2,500) for the services of Carmelo Marrelli to act as Chief Financial Officer ("CFO") 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 $nil as at June 30, 2014 (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.

(iv) RangerCap was owed $14,125 as at June 30, 2014 (June 30, 2013 - $nil) for consulting services and this amount was included in accounts payable and accrued liabilities. RangerCap is owned by Craig Leon, one of the directors of the Company.

(b) Remuneration of directors and key management personnel of the Company, excluding consulting fees, was as follows:

Stock-based compensation

Names	Year Ended June 30, 2014 ($)	Period from August 7, 2012 to June 30, 2013 ($)
Craig Leon, Director	95,262	nil
Bill Jackson, Director	31,754	nil
Carlo Sansalone, Director	23,815	nil
Fabio Chianelli, CEO and Director	23,815	nil
Carmelo Marrelli, CFO	3,175	nil
Dr. Bev Incledon, Officer	3,175	nil
Total	**180,996**	**nil**

Salaries and benefits

Names	Year Ended June 30, 2014 ($)	Period from August 7, 2012 to June 30, 2013 ($)
Fabio Chianelli, CEO and Director	87,500	nil
Total	**87,500**	**nil**

(c) Major shareholders:

As at June 30, 2014, 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. These shareholdings 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. 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 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 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 consolidated financial statements.

(iv) 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 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 18,912,155 common shares issued and outstanding and stock options exercisable for 775,206 common shares.

Financial Instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate, and price risk).

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and other receivables. Cash is held with select major Canadian chartered banks, from which management believes the risk of loss to be minimal.

Other receivables include sales tax recoverable from government authorities in Canada, which are in good standing as of June 30, 2014. Management believes that the credit risk concentration with respect to financial instruments included in sales tax recoverable is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at June 30, 2014, the Company had a cash and cash equivalents balance of $1,188,919 (June 30, 2013 - $705,865) to settle current liabilities of $77,776 (June 30, 2013 - $41,000). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

Market risk

(a) Interest rate risk

The Company has cash balances. The Company's current policy is to invest excess cash held as collateral in guaranteed investment certificates or interest bearing accounts of select major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy.

The Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As of June 30, 2014, the Company's interest rate risk mainly relates to cash balances. Sensitivity to a plus or minus 1% change in interest rates would affect the reported loss and comprehensive loss by approximately $12,000.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As of June 30, 2014, sensitivity to a plus or minus 10% change in US dollar foreign exchange rate would not have significant impact on the reported comprehensive loss.

Fair value hierarchy and liquidity risk disclosure

Cash and cash equivalents are considered Level 1 with the fair value hierarchy as at June 30, 2014.

Commitments

The Company has entered into an agreement (the "Employment Agreement") with an officer (Fabio Chianelli) (the "Officer") of the Company to provide services to the Company in the general capacity of CEO and to undertake the duties and exercise the powers associated with this role. Under the terms of the Employment Agreement, the CEO is contracted by the Company for an indefinite term, commencing as of January 1, 2014. The Company shall pay the CEO a $175,000 base salary per annum (the "Annual Base Salary") and annual bonus payments (the "Bonus") from time to time, at the Board's entire discretion, of up to 100% of the Annual Base Salary based on the achievement of corporate goals and benchmarks relating to the Company's overall performance. The Employment Agreement requires an additional contingent lump-sum payment equal to the Officer's then Annual Base Salary and also the Bonus paid or declared to the Officer, if any, in the Company's previously completed fiscal year upon the

occurrence of a change of control or termination without cause. As a triggering event has not taken place, the contingent payments have not been reflected in the consolidated financial statements for the year ended June 30, 2014.

The Company entered into a lease commencing on September 2013 for a 24-month period. The Company is required to pay minimum annual lease payments of $25,353 for the premise.

See "Overall Performance" section above for patent license payment commitments.

Risk Factors

Due to the nature of the Company's business, the legal and economic climate in which Revive operates and the present stage of development of its business, the Company may be subject to significant risks. An investment in the Company's shares should be considered highly speculative. The Company's future development and actual operating results may be very different from those expected as at the date of this MD&A. There can be no certainty that the Company will be able to implement successfully its strategies. No representation is or can be made as to the future performance of the Company and there can be no assurance that the Company will achieve its objectives. An investor should carefully consider each of, and the cumulative effect of, the following factors.

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.

Early Stage Development

Revive has not begun to market any product or to generate revenues. The Company 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 Company expects that its operating expenses will increase significantly and, consequently, it will need to generate significant revenues to become profitable. Even if the Company does become profitable, it may not be able to sustain or increase profitability on a quarterly or annual basis. The Company 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 Company 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 Company expects operating expenses and staffing levels to increase in the future. To manage such growth, the Company must expand its operation and technical capabilities and manage its employee base while effectively administering multiple relationships with various third parties. There can be no assurance that the Company 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 Company's expansion could have a material adverse effect on its business and results of operations.

Unproven Market

The Company 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 Company 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 Company intends to contract with third parties to develop its products. No assurance can be given that the Company or its suppliers will be able to meet the supply requirements of the Company 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 Company 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 Company has limited in-house personnel to internally manage all aspects of product development, including the management of multi-center clinical trials. The Company 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 Company's success.

To be successful, an approved product must also be successfully marketed. The market for the Company's product being developed by the Company may be large and will require substantial sales and marketing capability. At the present time, Revive does not have any internal capability to market pharmaceutical products. The Company 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 Company will establish arrangements with various partners for geographical areas. There can be no assurance that the Company 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 Company will be dependent on the corporate collaborator(s) who may not devote sufficient time, resources and attention to the Company's programs, which may hinder efforts to market the products. Should the Company not establish marketing and distribution strategic partnerships and collaborative arrangements on acceptable terms, and undertake some or all of those functions, the Company will require significant additional human and financial resources and expertise to undertake these activities, the availability of which is not guaranteed.

The Company will rely on third parties for the timely supply of raw materials, equipment, contract manufacturing, and formulation or packaging services. Although the Company intends to manage these third party relationships to ensure continuity and quality, some events beyond the Company'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 Company.

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 terminate. 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 Material and Product Supply

Raw materials and supplies are generally available in quantities to meet the needs of the Company's business. The Company 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 Company's business, financial condition and results of operations.

Need for Additional Capital and Access to Capital Markets

The Company 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 Company 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 Company'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 Company's technologies with the possible loss of license rights to these technologies.

Competition

The market for Revive's technology is highly competitive. The Company 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 Company will. These and other companies may have developed or could in the future develop new technologies that compete with the Company'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's technologies covered by Revive's patents in countries in which it does not have patent protection.

Litigation to Protect the Company's Intellectual Property

The Company'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 Company will not be challenged. The Company'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 Company's patents in foreign jurisdictions will depend on the legal procedures in those jurisdictions. Even if such claims are found to be invalid, the Company'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 Company'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 Company's favour.

Legal Proceedings

In the course of the Company's business, the Company may from time to time have access to confidential or proprietary information of third parties, and these parties could bring a claim against the Company asserting that it has misappropriated their technologies and had improperly incorporated such technologies into the Company's products. Due to these factors, there remains a constant risk of intellectual property litigation affecting the Company's business. In the future, the Company 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.

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.

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.

Issuance of Debt

From time to time, the Company 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 Company's debt levels above industry standards. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Conflict of Interest

Certain of the directors of the Company 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 Company 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 Shares

The Company may issue additional shares in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of the Company's shares and an unlimited number of preferred shares, issuable in series, and the shareholders of the Company will have no pre-emptive rights in connection with such further issuances. The board of directors of the Company 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 Company's shares.

Risk of Third Party Claims for Infringement

A third party may claim that the Company has infringed such third party's rights or may challenge the right of the Company to its intellectual property. In such event, the Company 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 Company or the development of its intellectual property or require the Company 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 Company.

Additional Disclosure for Venture Issuers without Significant Revenue

Office expenses:

	Year Ended June 30, 2014 ($)	Period from August 7, 2012 to June 30, 2013 ($)
Administrative	16,556	1,791
Bank charges	1,693	586
Insurance	9,426	nil
Interest income	(6,225)	nil
Meals and entertainment	8,096	852
Reporting issuer costs	17,734	nil
Travel and accommodation	7,826	5,780
Total	**55,106**	**9,009**

Intangible assets:

Cost	**REV-001**	**REV-002**	**Total**
Balance, August 7, 2012	**$nil**	**$nil**	**$nil**
Additions	15,992	25,000	40,992
Balance, June 30, 2013	**15,992**	**25,000**	**40,992**
Additions	19,948	nil	19,948
Balance, June 30, 2014	**$35,940**	**$25,000**	**$60,940**

Accumulated amortization	**REV-001**	**REV-002**	**Total**
Balance, August 7, 2012	**$nil**	**$nil**	**$nil**
Amortization for the period	965	781	1,746
Balance, June 30, 2013	**965**	**781**	**1,746**
Amortization for the year	1,706	1,249	2,955
Balance, June 30, 2014	**$2,671**	**$2,030**	**$4,701**

Subsequent Events

(i) On July 23, 2014, 296,387 broker warrants expiring on December 30, 2014 were exercised for 296,387 common shares of the Company at $0.30 per share for total proceeds of $88,916.

(ii) On July 24, 2014, 118,540 broker warrants expiring on July 12, 2015 were exercised for 118,540 common shares of the Company at $0.30 per share for total proceeds of $35,562.

(iii) On September 4, 2014 the patent license agreement with Numedicus related to Patent Document PCT/GB2012050831 was terminated.

(iv) On September 11, 2014, the Company announced that it has named world-renowned gout expert, Dr. Robert A. Terkeltaub, MD, as Principal Investigator for the Company's upcoming clinical study of gout. The Company expects to file an Investigational New Drug application to treat gout with the U.S. Food and Drug Administration before the end of this year.