

QUALIFICATION CERTIFICATE

TO: ONTARIO SECURITIES COMMISSION

**AND TO: ALBERTA SECURITIES COMMISSION
BRITISH COLUMBIA SECURITIES COMMISSION
MANITOBA SECURITIES COMMISSION
NEW BRUNSWICK SECURITIES COMMISSION
NEWFOUNDLAND AND LABRADOR, DEPARTMENT OF
GOVERNMENT SERVICES AND LANDS
NOVA SCOTIA SECURITIES COMMISSION
GOVERNMENT OF PRINCE EDWARD ISLAND, SUPERINTENDENT
OF SECURITIES
SASKATCHEWAN FINANCIAL SERVICES COMMISSION**

The undersigned, a duly appointed executive officer of Revive Therapeutics Ltd. (the “**Corporation**”), hereby certifies as an executive officer of the Corporation and not in his personal capacity, that:

1. In order to be qualified to file a prospectus in the form of a short form prospectus, the Corporation is relying on the basic qualification criteria set forth in section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions*, namely:
 - (a) the Corporation is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval (SEDAR)*;
 - (b) the Corporation is a reporting issuer in at least one jurisdiction of Canada;
 - (c) the Corporation has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:
 - (i) under applicable securities legislation;
 - (ii) pursuant to an order issued by the securities regulatory authority; or
 - (iii) pursuant to an undertaking to the securities regulatory authority;
 - (d) the Corporation has, in at least one jurisdiction in which it is a reporting issuer:
 - (i) current annual financial statements; and
 - (ii) a current Form 51-102F2 – *Annual Information Form*; and
 - (e) the Corporation’s equity securities are listed and posted for trading on a short form eligible exchange and the Corporation is not an issuer:

- (i) whose operations have ceased; or
 - (ii) whose principal asset is cash, cash equivalents, or its exchange listing.
2. All of the basic qualification criteria set forth above in paragraph 1 have been satisfied.
 3. All of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the prospectus of the Corporation dated November 3, 2014.

DATED this 3rd day of November, 2014.

REVIVE THERAPEUTICS LTD.

(signed) Fabio Chianelli

Fabio Chianelli
Chief Executive Officer