

Revive Therapeutics Ltd.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Revive Therapeutics Ltd. (the "Corporation")
5 Director Court
Suite 105
Vaughan, Ontario
L4L 4S5

Item 2. Date of Material Change

November 4, 2014

Item 3. News Release

A News Release with respect to the material change referred to in this report was issued by the Corporation through Marketwired on November 4, 2014 and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) on November 4, 2014.

Item 4. Summary of Material Change

The Corporation has filed and obtained a receipt for a preliminary base PREP prospectus in respect of a public offering of up to \$5,000,000 in common shares of the Corporation upon terms to be determined in the context of the market.

Item 5. Full Description of Material Change

For further information, please see the copy of the News Release attached hereto.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Chairman

Fabio Chianelli, Chief Executive Officer
(905) 605-5535
fabio@revivetherapeutics.com

Item 9. Date of Report

November 4, 2014

/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

REVIVE THERAPEUTICS LTD. ANNOUNCES RECEIPT OF PROSPECTUS FOR PUBLIC OFFERING OF COMMON SHARES

Toronto, Ontario (November 4, 2014) – Revive Therapeutics Ltd. (TSXV: RVV) (“Revive” or the “Company”) is pleased to announce that further to its news releases of November 3, 2014, and November 4, 2014, it has obtained a receipt for a preliminary short form base PREP prospectus (the “Preliminary Prospectus”) filed with the securities regulators in all of the provinces of Canada, except Quebec, pursuant to which the Company proposes to complete a best-efforts public offering of up to \$5,000,000 in common shares of the Company (the “Common Shares”) upon terms to be determined in the context of the market (the “Offering”).

Beacon Securities Limited is acting as sole agent and bookrunner in respect of the Offering. The Company has granted the agent an over-allotment option to sell up to an additional 15% of the Common Shares offered under the Offering, exercisable in whole or in part at any time up to 48 hours prior to closing, to cover over-allotments, if any. The Company has agreed to pay the agent a cash commission equal to 7% of gross proceeds of the Offering and issue to the agent warrants to acquire that number of Common Shares equal to 7% of the aggregate number of Common Shares sold pursuant to the Offering, including any Common Shares sold pursuant to the exercise of the over-allotment option at the deemed issue price.

Revive intends to use the net proceeds of the Offering to complete a Phase II-A human proof of concept study of REV-002 (Bucillamine) for treatment of gout, to advance its formulation and clinical trial design development of a human proof concept study of REV-003 (Tianeptine) for treatment of Rett Syndrome, general research and development, and general and administrative expenses.

The Offering is expected to close on or about November 27, 2014. The Company has applied to list the Common Shares on the TSX Venture Exchange (the “TSX-V”). Listing will be subject to the Company fulfilling all of the listing requirements of the TSX-V.

A copy of the Preliminary Prospectus may be obtained from Beacon Securities Limited, Toronto Dominion Centre, 66 Wellington Street West, Suite 4050, PO Box 160, Toronto, ON M5K 1H1, Attn: Filitsa Spanogiannis, Tel: (416) 507-3954, Email: fspanogiannis@beaconsecurities.ca. Additionally, the Preliminary Prospectus is available at www.sedar.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Common Shares, nor shall there be any sale of the Common Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The Common Shares being offered will not be, and have not been, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, a U.S. person, absent U.S. registration or an applicable exemption therefrom.

About Revive Therapeutics Ltd.

Revive Therapeutics Ltd. (TSXV: RVV) is focused on acquiring, developing and commercializing treatments for major market opportunities such as gout, Rett Syndrome, a rare disease, and post-operative pain. Revive aims to bring drugs to market by finding new uses for old drugs, also known as drug repurposing, and improving the therapeutic performance of existing drugs for underserved medical needs. Additional information on Revive is available at www.revivetherapeutics.com.

For more information please contact:

Fabio Chianelli
Chief Executive Officer
Revive Therapeutics Ltd.
Tel: (905) 605-5535 (ext. 10)
Email: fabio@revivetherapeutics.com
Website: www.revivetherapeutics.com

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute "forward looking statements", which are not comprised of historical facts. Forward-looking statements may be identified by such terms as "believes", "anticipates", "intends", "expects", "estimates", "may", "could", "would", "will", or "plan", and similar expressions. Specifically, forward looking statements in this news release include, without limitation, statements regarding: the closing of the Offering and the use of proceeds therefrom; the Company's drug research and development plans; the timing of operations; and estimates of market conditions. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events, performance, or achievements of Revive to differ materially from those anticipated or implied in such forward-looking statements. The Company believes that the expectations reflected in these forward-looking statements are reasonable, but there can be no assurance that actual results will meet management's expectations. In formulating the forward-looking statements contained herein, management has assumed that business and economic conditions affecting Revive will continue substantially in the ordinary course and will be favourable to Revive, that Revive will be able to obtain all requisite regulatory approvals to commercialize its drug candidates, that such approvals will be received on a timely basis, and that Revive will be able to find suitable partners for development and commercialization of its drug repurposing candidates on favourable terms. Although these assumptions were considered reasonable by management at the time of preparation, they may prove to be incorrect. Factors that may cause actual results to differ materially from those anticipated by these forward looking statements include: the need to satisfy regulatory and legal requirements with respect to the Offering; changes in equity markets, inflation, and changes in exchange rates; uncertainties associated with obtaining regulatory approval to perform clinical trials and market products; the need to establish additional corporate collaborations, distribution or licensing arrangements; the Company's ability to raise additional capital if and when necessary; intellectual property disputes; increased competition from pharmaceutical and biotechnology companies; and other factors as

described in detail in Revive's Annual Information Form for the period ended June 30, 2014 and Revive's other public filings, all of which may be viewed on SEDAR (www.sedar.com). Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward looking statements and information, which are qualified in their entirety by this cautionary statement. Except as required by law, Revive disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

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