

December 4, 2014

Alberta Securities Commission  
British Columbia Securities Commission  
Manitoba Securities Commission  
New Brunswick Securities Commission  
Director of Securities, Newfoundland and Labrador  
Nova Scotia Securities Commission  
Ontario Securities Commission  
Superintendent of Securities, Prince Edward Island  
Financial and Consumer Affairs Authority of Saskatchewan, Securities Division

**Re: Revive Therapeutics Ltd. - Final Short Form Prospectus**

Dear Sir/Madam:

We refer to the short form prospectus (the “Prospectus”) of Revive Therapeutics Ltd. (the “Company”) dated December 4, 2014 relating to the public offering of units of the Company.

We hereby consent to being named in the Prospectus and to the use through incorporation by reference in the Prospectus of our report dated September 15, 2014 to the shareholders of the Company on the following consolidated financial statements of the Company:

- a. Consolidated statements of financial position as at June 30, 2014 and 2013;
- b. Consolidated statements of comprehensive loss, cash flows and changes in shareholders’ equity for the year ended June 30, 2014 and for the period from August 7, 2012 (date of incorporation) to June 30, 2013; and
- c. Notes comprising a summary of significant accounting policies and other information

We report that we have read the Prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor’s consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours truly,

*MNP LLP*

MNP LLP