

Revive Therapeutics Ltd.

Treasury Offering of ~~Common Shares~~ Units

Term Sheet

~~November 3~~ December 4, 2014

A ~~preliminary~~ final short form prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, except Quebec. ~~A copy of the preliminary short form prospectus, and any amendment, is required to be delivered with this document. The preliminary short form prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.~~ This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the ~~preliminary short form prospectus, the final short form prospectus, and any amendment,~~ preliminary short form prospectus, the final short form prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Copies of the ~~preliminary~~ final short form prospectus may be obtained from Beacon Securities Limited at BeaconECM@beaconsecurities.ca or (416) 507-3954.

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| Issuer: | Revive Therapeutics Ltd. (the “ Company ”) |
| <u>Offering:</u> | <u>Minimum 4,166,667 Units</u> <u>Maximum 8,333,333 Units</u> <u>(the “Offered Units”)</u> |
| <u>Gross Proceeds:</u> | <u>Minimum of \$2,500,000</u> <u>Maximum of \$5,000,000</u> <u>(the “Offering”)</u> |
| <u>Offering Price:</u> | <u>\$0.60 per Offered Unit</u> |
| <u>Offering Units:</u> | <u>Common shares (the “Each Offered Shares Unit will consist of one common share (a “Common Share”) in the capital of the Company and one Common Share purchase warrant (a “Warrant”).</u> |
| <u>Offering Price: Warrants:</u> | To be determined in the context of the market <u>Each warrant will entitle the holder to acquire one Common Share (a “Warrant Share”) at an exercise price per Common Share of \$0.85 for a period of two years following the Closing Date (as defined below).</u> <u>The expiry date of the Warrants may be accelerated by the Company, at its option, if, at any time the volume-weighted average trading price of the Company’s shares is greater than \$1.20 for any 20 consecutive trading days, upon providing 30 days prior notice such prior notice to be delivered 5 business days immediately following such 20-day period.</u> |
| <u>Gross Proceeds:</u> | <u>Up to \$5 million</u> |
| <u>Over-Allotment Option:</u> | The Company shall grant to the Agent (<u>as defined below</u>) an option, exercisable in whole or in part on or for a period of up to 48 hours prior to the Closing Date, to sell up to an additional 15% of the Offered Shares <u>Units</u> sold under the <u>maximum</u> Offering to cover over-allotments, if any. |
| <u>Use of Proceeds:</u> | The net proceeds from the Offering will be used to complete a Phase II-A human proof of concept study of REV-002 (Bucillamine) for treatment of gout, to advance the Company’s formulation and clinical trial design development for human proof of concept study for REV-003 (Tianeptine) for treatment of Rett Syndrome, <u>for</u> general research and development, and <u>for</u> general and administrative purposes. |

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November 3/December 4, 2014

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| Form of Offering: | Commercial best-efforts short form base PREP prospectus offering in each of the Provinces of Canada, except Quebec, and or by private placement to eligible purchasers resident in jurisdictions other than Canada that are mutually agreed to by the Company and Beacon, the Agent ; and in the United States only to a limited number of Qualified Institutional Buyers (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the " 1933 U.S. Securities Act ")) by way of private placement pursuant to an exemption from the registration requirements of the 1933 U.S. Securities Act and pursuant to any applicable securities laws of any state of the United States. <i>Any Offered Shares/Units offered and sold in the United States shall be issued as "restricted securities" (as defined in Rule 144(a)(3) under the 1933 U.S. Securities Act).</i> |
| Eligibility: | The Offered Shares/Units will be eligible for investment under certain statutes as well as for RRSPs, RRIFFs, RESPs, TFSAs and DPSPs. |
| Listing: | The Company shall obtain the necessary approvals to list the <u>Common Shares comprising part of the Offered Units and the Warrant</u> Shares under the Company's trading symbol "RVV" on the TSX Venture Exchange, which listing shall be conditionally approved prior to the Closing Date. <u>The Warrants will not be listed.</u> |
| Agent: | Beacon Securities Limited <u>(the "Agent")</u> |
| Closing Date: | As soon as reasonably practicable (currently anticipated to be On or about November 27/December 16, 2014), or such other date as <u>mutually may be</u> agreed to by <u>between</u> the Company and Beacon, each acting reasonably. |