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**Revive Therapeutics Ltd.**  
**Condensed Interim Consolidated Financial Statements**  
**Three Months Ended September 30, 2015**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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**Notice to Reader**

The accompanying unaudited condensed interim consolidated financial statements of Revive Therapeutics Ltd. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

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# Revive Therapeutics Ltd.

Condensed Interim Consolidated Statements of Financial Position  
(Expressed in Canadian dollars)  
(Unaudited)

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	September 30, 2015	June 30, 2015
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 1,790,469	\$ 2,492,072
Other receivables	46,599	46,297
Prepaid expenses	23,370	45,126
<b>Total current assets</b>	<b>1,860,438</b>	<b>2,583,495</b>
<b>Non-current assets</b>		
Intangible assets (note 3)	73,865	74,903
Equipment (note 4)	9,009	8,028
<b>Total non-current assets</b>	<b>82,874</b>	<b>82,931</b>
<b>Total assets</b>	<b>\$ 1,943,312</b>	<b>\$ 2,666,426</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (notes 5 and 11)	\$ 450,635	\$ 304,437
<b>Total liabilities</b>	<b>450,635</b>	<b>304,437</b>
<b>Shareholders' equity</b>		
Share capital (note 6)	4,342,303	4,342,303
Warrants and broker warrants (notes 7 and 8)	980,262	980,262
Stock options (note 9)	533,706	490,219
Accumulated deficit	(4,363,594)	(3,450,795)
<b>Total shareholders' equity</b>	<b>1,492,677</b>	<b>2,361,989</b>
<b>Total shareholders' equity and liabilities</b>	<b>\$ 1,943,312</b>	<b>\$ 2,666,426</b>

Nature of operations and going concern (note 1)

Commitments and contingency (note 12)

Subsequent event (note 14)

Approved on behalf of the Board:

"Fabio Chianelli", Director

"Craig Leon", Director

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

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**Revive Therapeutics Ltd.****Condensed Interim Consolidated Statements of Comprehensive Loss****(Expressed in Canadian dollars)****(Unaudited)**

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<b>Three Months Ended September 30,</b>	<b>2015</b>	<b>2014</b>
<b>Expenses</b>		
Research costs	\$ 653,732	\$ 154,799
Salaries and benefits (note 11(b))	99,769	60,067
Stock-based compensation (notes 9(i)(ii) and 11(b))	43,487	33,468
Office expenses (note 13)	3,054	31,340
Consulting fees (note 11(a)(iv))	50,000	54,855
Professional fees (note 11(a)(i)(ii)(iii))	52,334	42,192
Rent	8,866	4,800
Write-off of intangible assets	-	15,192
Depreciation and amortization (notes 3 and 4)	1,557	1,875
	<b>912,799</b>	<b>398,588</b>
<b>Comprehensive loss for the period</b>	<b>\$ (912,799)</b>	<b>\$ (398,588)</b>
<b>Comprehensive loss per share - basic and diluted</b> (note 10)	<b>\$ (0.04)</b>	<b>\$ (0.02)</b>
<b>Weighted average common shares outstanding</b>	<b>23,936,437</b>	<b>18,787,805</b>

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**Revive Therapeutics Ltd.****Condensed Interim Consolidated Statements of Cash Flows****(Expressed in Canadian dollars)****(Unaudited)**

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<b>Three Months Ended September 30,</b>	<b>2015</b>	<b>2014</b>
<b>Cash flow from operating activities</b>		
Comprehensive loss for the period	\$ (912,799)	\$ (398,588)
Adjustments for:		
Depreciation and amortization	1,557	1,875
Stock-based compensation	43,487	33,468
Write-off of intangible assets	-	15,192
Net change in non-cash working capital:		
Other receivables	(302)	(16,453)
Prepaid expenses	21,756	4,039
Accounts payable and accrued liabilities	146,198	67,431
<b>Net cash and cash equivalents used in operating activities</b>	<b>(700,103)</b>	<b>(293,036)</b>
<b>Investing activities</b>		
Purchase of intangible assets	-	(38,001)
Purchase of equipment	(1,500)	-
<b>Net cash and cash equivalents used in investing activities</b>	<b>(1,500)</b>	<b>(38,001)</b>
<b>Financing activities</b>		
Proceeds from issuance of shares	-	124,478
<b>Net cash and cash equivalents provided by financing activities</b>	<b>-</b>	<b>124,478</b>
<b>Net change in cash and cash equivalents</b>	<b>(701,603)</b>	<b>(206,559)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>2,492,072</b>	<b>1,188,919</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 1,790,469</b>	<b>\$ 982,360</b>

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

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**Revive Therapeutics Ltd.****Consolidated Statements of Changes in Shareholders' Equity****(Expressed in Canadian dollars)****(Unaudited)**

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	Share capital					Total
	Number of shares	Amount	Warrants and broker warrants	Stock options	Accumulated deficit	
<b>Balance, June 30, 2014</b>	<b>18,497,228</b>	<b>\$ 2,428,907</b>	<b>\$ 52,459</b>	<b>\$ 218,038</b>	<b>\$ (1,434,364)</b>	<b>\$ 1,265,040</b>
Exercise of broker warrants	414,927	124,478	-	-	-	124,478
Fair value of broker warrants exercised	-	52,459	(52,459)	-	-	-
Stock-based compensation (note 9(i))	-	-	-	33,468	-	33,468
Comprehensive loss for the period	-	-	-	-	(398,588)	(398,588)
<b>Balance, September 30, 2014</b>	<b>18,912,155</b>	<b>\$ 2,605,844</b>	<b>\$ -</b>	<b>\$ 251,506</b>	<b>\$ (1,832,952)</b>	<b>\$ 1,024,398</b>
<b>Balance, June 30, 2015</b>	<b>23,936,437</b>	<b>\$ 4,342,303</b>	<b>\$ 980,262</b>	<b>\$ 490,219</b>	<b>\$ (3,450,795)</b>	<b>\$ 2,361,989</b>
Stock-based compensation (note 9(ii))	-	-	-	43,487	-	43,487
Comprehensive loss for the period	-	-	-	-	(912,799)	(912,799)
<b>Balance, September 30, 2015</b>	<b>23,936,437</b>	<b>\$ 4,342,303</b>	<b>\$ 980,262</b>	<b>\$ 533,706</b>	<b>\$ (4,363,594)</b>	<b>\$ 1,492,677</b>

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

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# Revive Therapeutics Ltd.

## Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

(Expressed in Canadian dollars)

(Unaudited)

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### 1. Nature of Operations and Going Concern

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 (as defined below) 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 purposes. 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 "Company" or "Revive").

The Company is focused on the development and commercialization of drugs for underserved medical needs. The Company's registered and legal office is located at 5 Director Court, Suite 105, Vaughan, Ontario, L4L 4S5.

These unaudited condensed interim consolidated financial statements were prepared on a going concern basis of presentation, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not earned revenue and has an accumulated deficit of \$4,363,594 as at September 30, 2015 (June 30, 2015 - \$3,450,795). As at September 30, 2015, the Company had cash and cash equivalents of \$1,790,469 (June 30, 2015 - \$2,492,072) and a working capital of \$1,409,803 (June 30, 2015 - \$2,279,058). The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and or achieve profitable operations in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast substantial doubt upon the Company's ability to continue as a going concern. These unaudited condensed interim consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. These adjustments could be material. Management is actively pursuing funding options, being financing and alternative funding options, required to meet the Company's requirements on an ongoing basis.

### 2. Significant Accounting Policies

#### Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full audited annual financial statements.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRS issued and outstanding as of November 25, 2015, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended June 30, 2015. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending June 30, 2016 could result in restatement of these unaudited condensed interim consolidated financial statements.

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# Revive Therapeutics Ltd.

## Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

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### 2. Significant Accounting Policies (continued)

#### Recent accounting pronouncements

IFRS 9 - Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and then issued in its final form on July 24, 2014 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.

IFRS 15 - Revenue from Contracts with Customers ("IFRS 15") was issued by IASB in May 2014, replacing IAS 11 - Construction Contracts, IAS 18 - Revenue, and several revenue-related interpretations. IFRS 15 establishes a single revenue recognition framework that applies to contracts with customers. The standard required an entity to recognize revenue to reflect the transfer of goods and services for the amount it expects to receive, when control is transferred to the purchaser. Disclosure requirements have also been expanded. IFRS 15 is effective for years beginning on or after January 1, 2018, with early adoption permitted. The standard may be applied retrospectively or using a modified retrospective approach. The Company is in the process of assessing the impact of this pronouncement.

### 3. Intangible Assets

<b>Cost</b>	<b>REV-001</b>	<b>REV-002</b>	<b>REV-003</b>	<b>Total</b>
Balance, June 30, 2015 and September 30, 2015	\$ 48,052	\$ 25,000	\$ 9,897	\$ 82,949

<b>Accumulated amortization</b>	<b>REV-001</b>	<b>REV-002</b>	<b>REV-003</b>	<b>Total</b>
Balance, June 30, 2015	\$ 4,274	\$ 3,280	\$ 492	\$ 8,046
Amortization during the period	601	313	124	1,038
Balance, September 30, 2015	\$ 4,875	\$ 3,593	\$ 616	\$ 9,084

<b>Carrying value</b>	<b>REV-001</b>	<b>REV-002</b>	<b>REV-003</b>	<b>Total</b>
Balance, June 30, 2015	\$ 43,778	\$ 21,720	\$ 9,405	\$ 74,903
Balance, September 30, 2015	\$ 43,177	\$ 21,407	\$ 9,281	\$ 73,865

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## Revive Therapeutics Ltd.

### Notes to Condensed Interim Consolidated Financial Statements

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#### 3. Intangible Assets (continued)

##### REV-001

On September 4, 2014, the Company terminated the REV-001 050831 Agreement, and recorded a write-off of intangible asset of \$15,192 in respect thereof.

During the three months ended September 30, 2015, the Company incurred \$nil in REV-001 research costs for consulting services of clinical trial design and research (three months ended September 30, 2014 - \$81,901).

##### REV-002

On September 30, 2015, the Company announced preliminary interim results from the ongoing Phase 2a clinical study evaluating REV-002 (Bucillamine) as an oral anti-inflammatory agent for the treatment of acute gout arthritis flares.

During the three months ended September 30, 2015, the Company incurred \$653,732 in REV-002 research costs for consulting services of clinical trial design and research (three months ended September 30, 2014 - \$72,898).

##### REV-003

During the three months ended September 30, 2015, the Company incurred \$nil in REV-003 research costs for consulting services of clinical design and research (three months ended September 30, 2014 - \$nil).

#### 4. Equipment

<b>Cost</b>	<b>Computer Equipment</b>	<b>Office Equipment</b>	<b>Total</b>
Balance, June 30, 2015	\$ 4,129	\$ 7,737	\$ 11,866
Additions	1,500	-	1,500
Balance, September 30, 2015	\$ 5,629	\$ 7,737	\$ 13,366
<b>Accumulated depreciation</b>	<b>Computer Equipment</b>	<b>Office Equipment</b>	<b>Total</b>
Balance, June 30, 2015	\$ 1,673	\$ 2,165	\$ 3,838
Depreciation during the period	241	278	519
Balance, September 30, 2015	\$ 1,914	\$ 2,443	\$ 4,357
<b>Carrying value</b>	<b>Computer Equipment</b>	<b>Office Equipment</b>	<b>Total</b>
Balance, June 30, 2015	\$ 2,456	\$ 5,572	\$ 8,028
Balance, September 30, 2015	\$ 3,715	\$ 5,294	\$ 9,009



## Revive Therapeutics Ltd.

### Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

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#### 5. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for purchases relating to research and development and general operating activities.

	As at September 30, 2015	As at June 30, 2015
Accounts payable	\$ 428,485	\$ 288,075
Accrued liabilities	22,150	16,362
	<b>\$ 450,635</b>	<b>\$ 304,437</b>

  

	As at September 30, 2015	As at June 30, 2015
Less than 1 month	\$ 351,359	\$ 218,122
1 to 3 months	17,334	5,000
Greater than 3 months	81,942	81,315
	<b>\$ 450,635</b>	<b>\$ 304,437</b>

#### 6. Share Capital

a) Authorized share capital

The authorized share capital consists of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

As at September 30, 2015, the issued share capital amounted to \$4,342,303. Changes in issued share capital are as follows:

	Number of Common Shares	Amount
<b>Balance, June 30, 2014</b>	<b>18,497,228</b>	<b>\$ 2,428,907</b>
Common shares issued upon exercise of broker warrants	414,927	124,478
Fair value of broker warrants exercised	-	52,459
<b>Balance, September 30, 2014</b>	<b>18,912,155</b>	<b>\$ 2,605,844</b>

  

	Number of Common Shares	Amount
<b>Balance, June 30, 2015 and September 30, 2015</b>	<b>23,936,437</b>	<b>\$ 4,342,303</b>

## Revive Therapeutics Ltd.

### Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

(Expressed in Canadian dollars)

(Unaudited)

#### 7. Warrants

The following table reflects the continuity of warrants for the periods ended September 30, 2015 and 2014:

	Number of Warrants	Weighted Average Exercise Price
<b>Balance, June 30, 2014 and September 30, 2014</b>	-	\$ -
<b>Balance, June 30, 2015 and September 30, 2015</b>	<b>4,996,500</b>	<b>\$ 0.85</b>

The following table reflects warrants issued and outstanding as of September 30, 2015:

Expiry Date and Description	Exercise Price (\$)	Fair Value (\$)	Number of Warrants Outstanding
December 18, 2016	0.85	999,300	4,996,500
Transaction costs allocated	-	(139,980)	-
	<b>0.85</b>	<b>859,320</b>	<b>4,996,500</b>

#### 8. Broker Warrants

The following table reflects the continuity of broker warrants for the periods ended September 30, 2015 and 2014:

	Number of Broker Warrants	Weighted Average Exercise Price
<b>Balance, June 30, 2014</b>	<b>414,927</b>	<b>\$ 0.30</b>
Exercise of broker warrants	(414,927)	0.30
<b>Balance, September 30, 2014</b>	-	\$ -
<b>Balance, June 30, 2015 and September 30, 2015</b>	<b>349,755</b>	<b>\$ 0.60</b>

The following table reflects broker warrants issued and outstanding as of September 30, 2015:

Expiry Date	Exercise Price (\$)	Fair Value (\$)	Number of Broker Warrants Outstanding
December 18, 2016	0.60	120,942	349,755

## Revive Therapeutics Ltd.

### Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

(Expressed in Canadian dollars)

(Unaudited)

#### 9. Stock Options

The following table reflects the continuity of stock options for the periods ended September 30, 2015 and 2014:

	Number of Stock Options	Weighted Average Exercise Price
<b>Balance, June 30, 2014 and September 30, 2014</b>	<b>775,206</b>	<b>\$ 0.57</b>
<b>Balance, June 30, 2015 and September 30, 2015</b>	<b>1,553,151</b>	<b>\$ 0.62</b>

The following table reflects the actual stock options issued and outstanding as of September 30, 2015:

Expiry Date	Exercise Price (\$)	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (exercisable)	Grant Date Fair Value
July 9, 2023	0.30	7.78	38,151	38,151	\$ 9,270
January 31, 2024 (i)	0.66	8.34	590,000	590,000	265,568
February 10, 2025 (ii)	0.60	9.37	925,000	400,000	345,058
			<b>1,553,151</b>	<b>1,028,151</b>	<b>\$ 619,896</b>

(i) 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. The fair value of the stock options was estimated to be \$265,568 using the Black-Scholes valuation model on the following assumptions: dividend yield 0%; volatility 100%; risk-free interest rates of 1.95%; and expected lives of 4 years. The options vest as to one-half on the date of grant and one-half on one year anniversary of the date of grant. During the three months ended September 30, 2015, \$nil (three months ended September 30, 2014 - \$33,468) was recorded as stock-based compensation in the unaudited condensed interim consolidated statements of comprehensive loss.

(ii) On February 10, 2015, the Company granted 925,000 stock options to certain officers, directors, employees and consultants of the Company at an exercise price of \$0.60 per common share expiring on February 10, 2025. The fair value of the stock options was estimated to be \$345,058 using the Black-Scholes valuation model on the following assumptions: dividend yield 0%; volatility 108%; risk-free interest rates of 0.60%; and expected lives of 4 years. 550,000 of these options vest as to one-half on the date of grant and one-half on one year anniversary of the date of grant and the remaining 375,000 options vest as to one-third on the date of grant and one-third on the one year anniversary of the date of grant and one-third on the two year anniversary of the date of grant. During the three months ended September 30, 2015, \$43,487 (three months ended September 30, 2014 - \$nil) was recorded as stock-based compensation in the unaudited condensed interim consolidated statements of comprehensive loss.

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# Revive Therapeutics Ltd.

## Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

(Expressed in Canadian dollars)

(Unaudited)

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### 10. Net Loss per Common Share

The calculation of basic and diluted loss per share for the three months ended September 30, 2015 was based on the loss attributable to common shareholders of \$912,799 (three months ended September 30, 2014 - \$398,588) and the weighted average number of common shares outstanding of 23,936,437 (three months ended September 30, 2014 - 18,787,805).

Diluted loss per share did not include the effect of 4,996,500 warrants (three months ended September 30, 2014 - nil), 349,755 broker warrants (three months ended September 30, 2014 - nil) and 1,553,151 (three months ended September 30, 2014 - 775,206) stock options as they are anti-dilutive.

### 11. Related Party Balances and Transactions and Major Shareholders

(a) Related party balances and 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.

<b>Three Months Ended September 30,</b>	<b>2015</b>	<b>2014</b>
Marrelli Support Services Inc. ("Marrelli Support") (i)	\$ 10,110	\$ 14,250
DSA Corporate Services ("DSA") (ii)	\$ 3,079	\$ 590
McMillan LLP ("McMillan") (iii)	\$ -	\$ 4,265
RangerCap Inc. ("RangerCap") (iv)	\$ 50,000	\$ 37,500

(i) Marrelli Support was owed \$6,275 as at September 30, 2015 (June 30, 2015 - \$3,534) 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. The Company has entered into a consulting agreement (the "Marrelli Consulting Agreement") with Marrelli Support and Mr. Marrelli to provide the services of Mr. Marrelli as CFO of the Company. The term of the Marrelli Consulting Agreement commenced on January 8, 2013, and shall continue until terminated by either Mr. Marrelli or the Company. Pursuant to the Marrelli Consulting Agreement, Mr. Marrelli is entitled to receive monthly compensation of \$1,250 per month, and incentive stock option grants on a reasonable basis, consistent with the grant of options to other grantees. In addition, Marrelli Support provides bookkeeping services to the Company. Mr. 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.

(ii) DSA was owed \$1,322 as at September 30, 2015 (June 30, 2015 - \$1,078) for corporate secretarial and filing services. This amount was included in accounts payable and accrued liabilities. DSA is a private company controlled by Carmelo Marrelli, the CFO of the Company. Carmelo Marrelli is also the corporate secretary and sole director of DSA. Services were incurred in the normal course of operations for corporate secretarial, electronic filing and news dissemination services. The Company expects to continue to use DSA's services for an indefinite period of time.

(iii) McMillan was owed \$nil as at September 30, 2015 (June 30, 2015 - \$nil) for legal services (including disbursements) and this amount was included in accounts payable and accrued liabilities. Robbie Grossman, former Corporate Secretary of the Company, is a partner at McMillan. The amounts charged by McMillan are based on what McMillan usually charges its clients.

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# Revive Therapeutics Ltd.

## Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

(Expressed in Canadian dollars)

(Unaudited)

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### 11. Related Party Balances and Transactions and Major Shareholders (continued)

(a) Related party balances and transactions (continued):

(iv) RangerCap was owed \$nil as at September 30, 2015 (June 30, 2015 - \$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. The Company has entered into a consulting agreement (the "RangerCap Consulting Agreement") with RangerCap and Mr. Leon to provide the services of Mr. Leon as consultant of the Company. The term of the RangerCap Consulting Agreement commenced on January 1, 2015, and shall expire on December 31, 2015. Pursuant to the RangerCap Consulting Agreement, Mr. Leon is entitled to receive monthly compensation of \$16,667 per month. In addition, Mr. Leon provides guidance and advice regarding general business, product development and capital markets strategy to the Company.

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

<b>Three Months Ended September 30,</b>	<b>2015</b>	<b>2014</b>
Stock-based compensation	\$ 24,916	\$ 32,331
Salaries and benefits	\$ 62,500	\$ 43,750

(c) Major shareholders:

As at September 30, 2015, 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, the Chief Executive Officer ("CEO") and a Director of the Company, who owns or controls, directly or indirectly, 27.66% of the issued and outstanding shares of the Company. These stockholdings 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, 27.66% 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.

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# Revive Therapeutics Ltd.

## Notes to Condensed Interim Consolidated Financial Statements

September 30, 2015

(Expressed in Canadian dollars)

(Unaudited)

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### 12. Commitments and Contingency

#### 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 \$250,000 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 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 these unaudited condensed interim consolidated financial statements.

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. In March 2015, the Company entered a new lease agreement commencing on September 2015 for a 12-month period. The Company is required to pay minimum annual lease payment of \$16,073.

#### Contingency

The Company is in dispute with a supplier over invoices in the amount of \$827,574 for which the supplier is seeking arbitration and for which the Company is presently seeking mediation. Management is of the opinion that the charges as invoiced are unfounded and believes that it will be successful in the final arbitration/mediation of a reduced amount owed. No provision has been set up in the accounts of the Company. Any settlement and/or payment will be accounted for in the year it occurs. Readers are cautioned that the decision for no provision represents management estimates, the eventual resolution of this liability may differ based on additional information and the occurrence of future events.

### 13. Office Expenses

<b>Three Months Ended September 30,</b>	<b>2015</b>	<b>2014</b>
Reporting issuer costs	\$ 2,301	\$ 9,562
Administrative	(17,187)	11,433
Insurance	12,757	6,769
Travel and accommodation	5,224	2,633
Meals and entertainment	1,505	571
Bank charges	1,557	372
Interest income	(3,103)	-
	<b>\$ 3,054</b>	<b>\$ 31,340</b>

### 14. Subsequent Event

On November 25, 2015, the Company announced that it had been listed for trading on the OTCQB® Market exchange in the United States under the symbol "RVVTF". The Company's shares will continue to be traded on the Exchange under its existing symbol "RVV".