

**QUALIFICATION CERTIFICATE
PURSUANT TO NATIONAL INSTRUMENT 44-101**

TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
New Brunswick Financial and Consumer Services Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Securities NL, Government of Newfoundland and Labrador

**RE: REVIVE THERAPEUTICS LTD. (the “Issuer”)
Preliminary Short Form Prospectus dated January 26, 2021 (“Preliminary Prospectus”)**

This certificate is delivered pursuant to Section 4.4(1)(a)(ii) of National Instrument 44-101 - *Short Form Prospectus Distributions* (“**NI 44-101**”) to enable the Issuer to file a preliminary short form prospectus. The Issuer is relying on Section 2.2 of NI 44-101 to qualify to file the Preliminary Prospectus. Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in NI 44-101.

The undersigned, being the Chief Executive Officer of the Issuer, hereby certifies on behalf of the Issuer, that, as of the date hereof:

1. the Issuer is an electronic filer under NI 13-101;
2. the Issuer is a reporting issuer in at least one jurisdiction of Canada;
3. the Issuer 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, (a) under applicable securities legislation, (b) pursuant to an order issued by the securities regulatory authority, or (c) pursuant to an undertaking to the securities regulatory authority;
4. the Issuer has, in at least one jurisdiction in which it is a reporting issuer, (a) current annual financial statements, and (b) a current annual information form;
5. the Issuer’s equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer, (a) whose operations have ceased, or (b) whose principal asset is cash, cash equivalents, or its exchange listing; and
6. all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

[Signature Page Follows]

DATED the 26th day of January, 2021.

REVIVE THERAPEUTICS LTD.

Per: "Michael Frank" (signed)
Michael Frank
Chief Executive Officer