A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada, other than Québec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

Base Shelf Prospectus

This short form prospectus has been filed under legislation in each of the provinces of Canada, other than Québec, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements has been obtained.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities to be offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") or any state securities laws. Accordingly, the securities may not be offered or sold in the United States of America or to U.S. Persons (as such term is defined in Regulation S under the U.S. Securities Act) except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of Resverlogix Corp. at Suite 300, 4820 Richard Road S.W., Calgary, Alberta, T3E 6L1 (telephone (403) 254-9252) and are also available electronically at www.sedar.com.*

New Issue and Secondary Offering	**PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS**	September 4, 2015

RESVERLOGIX CORP.

$125,000,000

Common Shares
Preferred Shares
Debt Securities
Warrants
Units

This short form base shelf prospectus (the "**Prospectus**") relates to the offering for sale from time to time, during the 25 month period that this Prospectus, including any amendments hereto, remains in effect, of common shares, preferred shares, secured or unsecured obligations in the form of senior or subordinated debt securities, warrants to purchase common shares, preferred shares, debt securities or other securities and units comprising two or more of the foregoing (collectively, the "**Securities**") of Resverlogix Corp. ("**Resverlogix**" or the "**Corporation**") in one or more offerings for an aggregate offering price of up to $125,000,000 (or the equivalent thereof in other currencies based on the applicable exchange rate at the time of the offering thereof). The Securities may be offered by us or by one or more of our securityholders.

The specific terms of an offering of Securities will be set forth in one or more prospectus supplements (a "**Prospectus Supplement**") including, where applicable: (i) in the case of common shares and preferred shares, the number of shares offered, the offering price and any other specific terms; (ii) in the case of debt securities, the designation of the debt securities, any limit on the aggregate principal amount of the debt securities, whether payment on the debt securities will be senior or subordinated to our other liabilities and obligations, whether the debt securities will bear interest, the interest rate or method of determining the interest rate, whether any conversion or exchange rates attach to the debt securities, whether we may redeem the debt securities at our option and any other specific terms; (iii) in the case of warrants, the designation, number and terms of the common shares, preferred shares, debt securities or other securities purchasable upon exercise of the warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, and the currency in which the warrants are issued and any other specific terms; and (iv) in the case of units, the terms of the component securities and any other specific terms. The Prospectus Supplement may also include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All information permitted under applicable securities laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers of the applicable Securities together with this Prospectus, except in cases where an exemption from such delivery requirements has been obtained. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

The Securities may be sold to or through underwriters or dealers, to one or more other purchasers directly or through agents. See "Plan of Distribution". A Prospectus Supplement will set forth the names of any underwriters, dealers, agents or selling securityholders involved in the sale of any Securities, and will set forth the terms of the offering of such Securities, including, to the extent applicable, the offering price, the proceeds to us, if any, the number of Securities, if any, to be purchased by underwriters, the underwriting discounts or commissions, and any other discounts or concessions to be allowed or re-allowed to dealers. Unless otherwise specified in a Prospectus Supplement, the offering is subject to approval of certain legal matters on our behalf by Borden Ladner Gervais LLP, Calgary, Alberta.

In connection with any offering of Securities (except with respect to an "at-the-market distribution" and unless otherwise specified in the relevant Prospectus Supplement), the underwriters, dealers or agents, as the case may be, may over-allot or effect transactions which stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

No underwriter or dealer involved in an "at-the-market distribution", as defined under applicable Canadian securities legislation under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly and in concert with such an underwriter or dealer will over-allot securities in connection with such distribution or effect any other transaction which is intended to stabilize or maintain the market price of the securities.

Our issued and outstanding common shares are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "RVX". The closing price of our common shares on the TSX on September 3, 2015 was $2.06. Unless otherwise specified in an applicable Prospectus Supplement, the preferred shares, debt securities, warrants and units distributed under this Prospectus will not be listed on any securities or stock exchange or any automated dealer quotation system. **There is no market through which the preferred shares, debt securities, warrants and units may be sold and purchasers of these preferred shares, debt securities, warrants and units may not be able to resell such preferred shares, debt securities, warrants and units purchased under this Prospectus. This may affect the pricing of the preferred shares, debt securities, warrants and units in the secondary market, the transparency and availability of trading prices, the liquidity of the preferred shares, debt securities, warrants and units and the extent of issuer regulation. See "Risk Factors".**

Investment in the Securities is subject to certain risks that should be considered carefully by prospective purchasers. See “Risk Factors” in this Prospectus and the AIF (as defined herein) and “Risks and Uncertainties” in the Annual MD&A (as defined herein) incorporated by reference herein.

Owning any of the Securities may subject a purchaser to tax consequences in Canada. This Prospectus or any applicable Prospectus Supplement may not describe these tax consequences fully. A purchaser should carefully read the tax discussion in any applicable Prospectus Supplement with respect to a particular offering and consult with the purchaser’s own tax advisor with respect to the purchaser’s particular circumstances.

Our head office is located at Suite 300, 4820 Richard Road S.W., Calgary, Alberta, T3E 6L1. Our registered and records office is located at Suite 600, 815 - 8th Avenue S.W., Calgary, Alberta, T2P 3P2.

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS

This Prospectus provides you with a general description of the Securities that the Corporation may offer. Each time the Corporation sells Securities under this Prospectus, the Corporation will provide a Prospectus Supplement that will contain specific information about the terms of that offering of Securities. The Prospectus Supplement also may add, update or change information contained in this Prospectus. Before investing, investors should read both this Prospectus and any applicable Prospectus Supplement together with additional information described under the heading "Documents Incorporated by Reference".

You should rely only on the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement. The Corporation has not authorized anyone to provide you with different or additional information. The Corporation is not making an offer of these Securities in any jurisdiction where the offer is not permitted by law. You should not assume that the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement is accurate as of any date other than the date of the applicable document.

Unless otherwise indicated, all financial information included and incorporated by reference in this Prospectus and any Prospectus Supplement is determined using International Financial Reporting Standards as issued by the International Accounting Standards Board and adopted by the Accounting Standards Board of Canada ("IFRS"). Our financial statements incorporated by reference in this Prospectus and any Prospectus Supplement and in the documents incorporated by reference herein and therein may not be comparable to financial statements prepared in accordance with United States generally accepted accounting principles.

In this Prospectus and in any Prospectus Supplement, unless the context otherwise requires, references to "we", "us", "our" or similar terms, as well as references to "Resverlogix" or the "Corporation", refer to Resverlogix Corp., either alone or together with its subsidiary.

All dollar amounts set forth in this Prospectus are expressed in Canadian dollars unless otherwise indicated.

NOTE REGARDING FORWARD-LOOKING INFORMATION

All statements, other than statements of historical facts, included in this Prospectus and the documents incorporated by reference herein, regarding our strategy, future operations, financial position, future revenues, projected costs, prospects, plans and objectives of management are forward-looking statements that contain forward looking information within the meaning of applicable Canadian securities legislation. The words "believe", "anticipate", "estimate", "plan", "expect", "intend", "may", "project", "will", "would" and similar expressions and the negative of such expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements.

Our statements of "belief" in respect of our drug candidates are based primarily upon our results derived to date from our pre-clinical and clinical research and development and our research and development program. We also use the term "demonstrated" in this Prospectus and the documents incorporated by reference herein to describe certain findings that we make arising from our research and development including any pre-clinical and clinical studies that we have conducted to date.

We believe that we have a reasonable scientific basis upon which we have made such statements of "belief" or arrived at such findings. It is not possible, however, to predict, based upon *in vitro*, animal and/or human studies whether a new therapeutic agent will be proved to be safe and/or effective in humans and no conclusions should be drawn in that regard from what we state has been demonstrated by us to date. We cannot assure you that the particular results expected by us will occur.

There are a number of important factors that could cause our actual results to differ materially from those indicated or implied by forward-looking statements or statements of "belief", including the factors discussed under "Risk Factors" and in other sections of this Prospectus and the documents incorporated by reference herein. These factors and the other cautionary statements made in this Prospectus should be read as being applicable to all related forward-looking statements and statements of "belief" wherever they appear in this Prospectus and the documents incorporated by reference herein.

Any forward-looking statements and statements of "belief" represent our estimates only as of the date of this Prospectus and the documents incorporated by reference herein, respectively, and should not be relied upon as representing our estimates as of any subsequent date. Except as required by law, we do not assume any obligation to update any forward-looking statements or statements of "belief". We disclaim any intention or obligation to update or revise any forward-looking statements or statements of "belief", whether as a result of new information, future events or otherwise except as otherwise required by law. The forward-looking statements contained in this Prospectus and the documents incorporated by reference herein include, but are not limited to, statements regarding our:

- aim to commercialize or license to a pharmaceutical partner our products for the treatment of unmet medical needs related to major adverse cardiovascular events in patients with higher risk such as acute coronary syndrome, peripheral arterial disease, diabetes mellitus and chronic kidney disease;
- aim to carry out trials on our products for the treatment of unmet medical needs related to major adverse cardiovascular events in patients with higher risk such as acute coronary syndrome, peripheral arterial disease, diabetes mellitus and chronic kidney disease, and the timing of such trials;
- plans to undertake a Phase 3 MACE-related secondary prevention study;
- expectations relating to the timing of significant clinical trial milestones;
- the function and effectiveness of RVX-208;
- the development of new compounds and the potential impact of these compounds on multiple diseases;
- aim to obtain regulatory approval for our products;
- expectations with respect to the cost of the testing and commercialization of our products;
- anticipated sources of revenue;
- expectations regarding the protection of our intellectual property;
- business strategy;
- intentions with respect to dividends; and
- potential milestone payments and royalties pursuant to the license agreement with Shenzhen Hepalink Pharmaceutical Co., Ltd.

Such forward-looking statements involve known and unknown risks and uncertainties, including those referred to in this Prospectus or in any document incorporated by reference herein, which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks include, but are not limited to:

- risks related to the early stage of our products and the Corporation;
- uncertainties related to clinical trials and product development;
- uncertainties relating to current economic conditions;
- rapid technological change;
- uncertainties relating to forecasts and timing of clinical trials and regulatory approval;
- competition in the market for therapeutic products to treat cardiovascular disease, neurodegenerative diseases, diabetes mellitus and other high risk vascular diseases;
- risks relating to potential product liability claims;
- availability of additional financing and access to capital for research and development, clinical trials and regulatory approval;
- market acceptance and commercialization of our products;
- the availability and supply of raw materials, including supplies of sufficient active pharmaceutical ingredients for larger clinical trials and future commercial production;
- risks relating to the effective management of our growth;
- potential reliance on partnering agreements to provide support for discovery and development efforts, and on corporate sponsors, pharmaceutical companies, universities, research groups and others to successfully develop and commercialize our technology;
- the willingness of health care insurers and other organizations to pay for our products;
- risks relating to our reliance on key personnel;

- risks relating to the regulatory approval process for the manufacture and sale of non-therapeutic and human therapeutic products; and
- our ability to secure and protect our intellectual property, and to operate without infringing on the proprietary rights of others or having third parties circumvent the rights owned or licensed by us.

Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- interest rates;
- the timing of the receipt of regulatory and governmental approvals for our research and development projects;
- the availability of financing for our research and development projects, or the availability of financing on reasonable terms;
- the costs of clinical trials;
- our ability to attract and retain skilled staff;
- the impact of changes in Canadian dollar-euro, Canadian dollar-US dollar and other foreign exchange rates on our costs and results;
- market competition;
- tax benefits and tax rates; and
- our ongoing relations with our employees and with our business partners.

We caution you that the foregoing list of important factors and assumptions is not exhaustive. Events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. You should also carefully consider the matters discussed under "Risk Factors" in this Prospectus. Additional risk factors are described in our current AIF and Annual MD&A. We undertake no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as required by securities legislation.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of Resverlogix at Suite 300, 4820 Richard Road S.W., Calgary, Alberta, T3E 6L1 (telephone (403) 254-9252) and are also available electronically on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

The following documents, filed with the securities regulatory authorities in each of the provinces of Canada, other than Quebec, are specifically incorporated by reference in, and form an integral part of, this Prospectus, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus:

(a) annual information form dated July 27, 2015 for the year ended April 30, 2015 ("**AIF**");

(b) audited consolidated financial statements as at and for the year ended April 30, 2015, together with the notes thereto and the auditors' report thereon (the "**Annual Financial Statements**");

(c) management's discussion and analysis for the year ended April 30, 2015 ("**Annual MD&A**");

(d) management information circular dated July 14, 2014 for the special meeting of shareholders held on August 13, 2014;

(e) management information circular dated May 29, 2015 for the special meeting of shareholders held on June 30, 2015;

(f) management information circular dated August 17, 2015 for the annual and special meeting of shareholders to be held on September 30, 2015;

(g) material change report dated May 1, 2015 announcing that Resverlogix entered into a Framework Agreement with Shenzhen Hepalink Pharmaceutical Co., Ltd. ("**Hepalink**") which provides for an equity investment and a license of RVX-208, for all indications, to Hepalink for China, Hong Kong, Taiwan and Macau; and

(h) material change report dated July 23, 2015 announcing that Resverlogix completed a private placement of an aggregate of 18,870,000 common shares and 1,422,005 common share purchase warrants to Hepalink and Eastern Capital Limited ("**Eastern**") for gross proceeds of approximately $50 million.

Any documents of the type referred to in the preceding paragraph, or required to be incorporated by reference herein pursuant to National Instrument 44-101 - *Short Form Prospectus Distributions*, including annual information forms, information circulars, annual and interim financial statements and related management's discussion and analysis, material change reports (excluding confidential reports, if any), business acquisition reports, updated earnings coverage ratio information, as well as all Prospectus Supplements disclosing additional or updated information, filed by us with the applicable securities regulatory authorities subsequent to the date of this Prospectus and prior to 25 months from the date hereof shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. Any statement so modified or superseded shall not be deemed to constitute a part of this Prospectus, except as so modified or superseded.

If any preferred shares or debt securities are distributed under this Prospectus, earnings coverage ratios will be filed quarterly with applicable securities regulatory authorities either as Prospectus Supplements or as exhibits to our unaudited interim consolidated financial statements and audited annual consolidated financial statements and will be deemed to be incorporated by reference in this Prospectus for the purpose of the offering of any preferred shares or debt securities.

Upon a new annual information form and related audited annual consolidated financial statements being filed by us with the applicable securities regulatory authorities during the currency of this Prospectus, the previous annual information form, the previous audited annual consolidated financial statements and all unaudited interim consolidated financial statements and the accompanying management's discussion and analysis filed prior to the commencement of our financial year in which the new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

Upon unaudited interim consolidated financial statements and the accompanying management's discussion and analysis being filed by us with the applicable securities regulatory authorities during the currency of this Prospectus, all unaudited interim consolidated financial statements and the accompanying management's discussion and analysis filed prior to the new unaudited interim consolidated financial statements shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

RESVERLOGIX CORP.

Name and Incorporation

Resverlogix was incorporated under the *Business Corporations Act* (Alberta) (the "**ABCA**") on August 17, 2000 as Apsley Management Group Inc. and changed its name to Resverlogix Corp. on April 25, 2003. The Corporation amalgamated with Resverlogix Inc. to form Resverlogix Corp. on February 7, 2005. In connection with the spin-out of the Corporation's subsidiary, RVX Therapeutics Inc., to Zenith Epigenetics Corp. pursuant to a Plan of Arrangement under the ABCA completed on June 3, 2013, the Corporation amended its articles to authorize the issuance of royalty preferred shares which were issued to Zenith Epigenetics Corp. On July 2, 2015, the Corporation amended its articles to make changes to the dividend entitlement of the royalty preferred shares.

Our common shares are listed for trading on the TSX under the symbol "RVX".

Our head office is located at Suite 300, 4820 Richard Road S.W., Calgary, Alberta, T3E 6L1. Our registered and records office is located at Suite 600, 815 - 8th Avenue S.W., Calgary, Alberta, T2P 3P2.

Summary Description of the Business of Resverlogix

We are a clinical stage biotechnology company developing RVX-208. RVX-208 is the first BET bromodomain inhibitor in clinical trials. BET-Bromodomain inhibition is an epigenetic mechanism that can turn disease-causing genes off, returning them to a healthier state. RVX-208 is the first and only BET inhibitor selective for BRD4-BD2, producing a nexus of biological effects with potential benefits for patients with disease such as cardiovascular disease, diabetes mellitus, Alzheimer's disease, peripheral artery disease, and chronic kidney disease.

For additional information regarding our business, see our AIF incorporated by reference in this Prospectus.

Recent Developments

Private Placement

On July 20, 2015, the Corporation completed a private placement of 18,870,000 units at a price of $2.67 per unit for gross proceeds of $50,382,900 (the "**Private Placement**"). Each unit was comprised of one common share and 0.075358 common share purchase warrants and each whole warrant is exercisable at a price of $2.67 per share for a period of five years. Pursuant to the Private Placement, Hepalink purchased 13,270,000 units and Eastern purchased 5,600,000 units. After giving effect to the Private Placement, Hepalink owned 13,270,000 common shares representing 12.63% of the outstanding common shares and Eastern owned 20,565,307 common shares representing 19.57% of the outstanding common shares. The common shares and warrants issued to Hepalink are subject to a three year lock-up period. Hepalink is also entitled to nominate one mutually agreed representative for election to the board of directors of the Corporation.

License Agreement

On July 8, 2015, the Corporation and Hepalink entered into a license agreement (the "**License Agreement**") which granted a license of RVX-208, for all indications, to Hepalink for China, Hong Kong, Taiwan and Macau (the "**Territories**"). Under the License Agreement, should RVX-208 reach certain annual sales milestones ranging from 500 million renminbi ("**RMB**") to RMB 10 billion, Resverlogix is eligible to receive sales-based milestone payments from Hepalink, each ranging from US$5 million to US$90 million. In addition, Resverlogix is entitled to receive from Hepalink royalties in the amount of 6% of net sales in the Territories during the term of the license, subject to the royalty being adjusted to 5% when annual net sales are in excess of 1 billion RMB and the sale price of the licensed product approved by the National Development and Reform Commission of the People's Republic of China ("**NDRC**") is decreased to less than 85% of the original launch price and subject to the royalty being adjusted to 4% when annual net sales are in excess of 1 billion RMB and the sale price of the licensed product approved by NDRC is decreased to less than 75% of the original launch price. The license expires on a region-by-region basis on the later of the 15th anniversary of the first commercial sale in such region or the expiry date of the last-to-expire of any licensed patent.

Under the License Agreement, Hepalink's price shall be the manufacturing cost plus 10%. Resverlogix also granted Hepalink an option to manufacture and supply products comprising RVX-208 outside the Territories. Resverlogix's price will be the manufacturing cost plus 10%. Resverlogix has the right to select a qualified third party to manufacture RVX-208 outside the Territories if Hepalink fails to meet the industry standards required.

Hepalink is responsible for all clinical and development costs in the Territories, including a patient population that will be included in Resverlogix's planned Phase 3 BETonMACE trial.

Amendment to Royalty Preferred Shares

On June 30, 2015, the shareholders of the Corporation approved an amendment to the terms of the royalty preferred shares of the Corporation. The Corporation determined that the amendments were necessary in order to proceed with the License Agreement with Hepalink. The terms of the royalty preferred shares provide that the holder is entitled to dividends in the range of 6% to 12% of Net Apo Revenue (as defined in the terms of the royalty preferred shares). The terms of the royalty preferred shares were amended to: (i) limit the dividend entitlement for a given payment period to the lesser of the existing percentage of Net Apo Revenue and the actual amounts received by the Corporation on account of Net Apo Revenue during that period; and (ii) change the definition of Net Apo Revenue to include certain additional deductions from revenue. The amendments to the terms of the royalty preferred shares became effective July 2, 2015.

USE OF PROCEEDS

The net proceeds to be derived from the sale of the Securities will be the issue price thereof less any commissions paid and expenses incurred in connection therewith. We intend to use the net proceeds to fund our: (i) research and development activities (alone or through strategic collaboration) including clinical development (including clinical trials and the clinical development of our product candidates), non-clinical development, research, discovery, chemistry and regulatory costs; (ii) repayment of outstanding indebtedness and/or payment of interest thereon; and (iii) general and administrative expenses, capital expenditures, working capital needs and other general corporate purposes. We may also use a portion of the proceeds for the potential acquisition of, or investment in, technologies, products or companies that complement our business, although we have no current understandings, commitments or agreements to do so.

The amounts and timing of our actual expenditures will depend upon numerous factors, including the status of our development and commercialization efforts and the amount of cash generated through any strategic collaboration into which we may enter. The specific principal purposes for which the net proceeds will be used and the amount of net proceeds to be used for any such purpose will be provided in a Prospectus Supplement relating to a specific offering of Securities. We may invest funds that we do not immediately require in short-term marketable securities.

The Corporation has a history of negative operating cash flows and is reliant on the continued availability of financing to fund its operating activities. To the extent that the Corporation has negative operating cash flows in future periods, it may need to deploy a portion of the net proceeds from the sale of the Securities and/or its existing working capital to fund such negative cash flow. See “Risk Factors”.

We will not receive any proceeds from the sale of Securities by any selling securityholder. See “Plan of Distribution – Secondary Offering”.

CONSOLIDATED CAPITALIZATION

There have been no material changes in our share and loan capital, on a consolidated basis, since the date of our most recently filed Annual Financial Statements, other than the Private Placement of 18,870,000 units at a price of $2.67 per unit for gross proceeds of $50,382,900 completed on July 20, 2015.

As a result of the Private Placement, the shareholder’s equity of the Corporation increased by the amount of the net proceeds, less expenses, of the Private Placement and there was an additional 18,870,000 common shares and 1,422,005 common share purchase warrants issued and outstanding.

DESCRIPTION OF COMMON SHARES

The following description is subject to, and qualified by reference to, the terms and provisions of the Corporation’s articles.

Each common share entitles the holder to dividends as may be declared by the directors, to one vote at all meetings of holders of common shares and to participate rateably in any distribution of the remaining assets of the

Corporation upon liquidation, dissolution or winding-up, subject to the prior rights of holders of shares ranking in priority to the common shares.

The transfer agent and registrar for the common shares is Valiant Trust Company at its principal transfer offices in Calgary and Toronto.

The common shares offered pursuant to this Prospectus may include common shares issuable upon conversion or exchange of any preferred shares of any series or any debt securities or upon exercise of any warrants.

DESCRIPTION OF PREFERRED SHARES

The particular class of preferred shares and the particular terms and provisions of any series of such class of preferred shares offered by any Prospectus Supplement will be described in the Prospectus Supplement filed in respect of such series of preferred shares. The Corporation's articles will need to be amended to create a particular class and series of preferred shares.

DESCRIPTION OF DEBT SECURITIES

We may issue debt securities, including convertible debt securities, from time to time in one or more series. The specific terms relating to any of our debt securities that we offer will be described in a Prospectus Supplement. You should read the applicable Prospectus Supplement for the terms of the debt securities offered. Debt securities that are publicly offered may be governed by a document called an "indenture." An indenture is a contract between a financial institution, acting on your behalf as trustee of the debt securities offered, and us. The trustee has two main roles. First, subject to some limitations on the extent to which the trustee can act on your behalf, the trustee can enforce your rights against us if we default on our obligations under the indenture. Second, the trustee performs certain administrative duties for us. The specific terms relating to any series of our debt securities that we offer will be described in a Prospectus Supplement. You should read the applicable Prospectus Supplement for the terms of the series of debt securities offered. The terms of the debt securities described in such Prospectus Supplement will be set forth in the indenture, if any, or in one or more resolutions of our board of directors, or pursuant to authority granted by one or more resolutions of our board of directors, or established pursuant to one or more supplemental indentures and may include the provisions described below, as applicable to the series of debt securities offered thereby.

We may issue debt securities from time to time in separate series. We may issue debt securities and incur additional indebtedness other than through the offering of debt securities pursuant to this Prospectus.

The Prospectus Supplement for any series of debt securities we offer will describe the specific terms of the debt securities and may include, but is not limited to, any of the following:

- the title of the debt securities;
- any limit on the aggregate principal amount of the debt securities;
- the percentage of principal amount at which the debt securities will be issued;
- whether payment on the debt securities will be senior or subordinated to our other liabilities or obligations;
- whether the payment of the debt securities will be guaranteed by any other person;
- the dates on which we may issue the debt securities and the date or dates on which we will pay the principal and any premium on the debt securities and the portion (if less than the principal amount) of debt securities to be payable upon a declaration of acceleration of maturity;
- whether the debt securities will bear interest, the interest rate, which may be fixed or variable, or the method of determining the interest rate, the date from which interest will accrue, the dates on which we will pay interest and the record dates for interest payments;
- the place or places we will pay principal, any premium and interest and the place or places where debt securities can be presented for registration of transfer or exchange;
- whether and under what circumstances we will be required to pay any additional amounts for withholding or deduction for taxes with respect to the debt securities, and whether we will have the option to redeem the debt securities rather than pay any such additional amounts;

- whether we will be obligated to redeem or repurchase the debt securities pursuant to any sinking or purchase fund or other provisions, or at the option of a holder;
- whether we may redeem the debt securities at our option;
- the denominations in which we will issue any registered debt securities, if other than denominations of $1,000 and any multiple of $1,000 and, if other than denominations of $5,000, the denominations in which any bearer debt security shall be issuable;
- whether we will make payments on the debt securities in a currency or currency unit other than Canadian dollars or by delivery of securities of Resverlogix or other property;
- whether payments on the debt securities will be payable with reference to any index or formula;
- whether we will issue the debt securities as global securities and, if so, the identity of the depositary for the global securities;
- whether we will issue the debt securities as bearer securities, registered securities or both;
- if other than a trustee, the identity of each security registrar and/or paying agent;
- the terms and conditions, if any, upon which we may redeem the debt securities prior to maturity and the price or prices of which and the currency or currency units in which the debt securities are payable;
- the designation of the initial exchange rate agent, if any;
- any changes or additions to events of default or covenants;
- whether the holders of any series of debt securities have special rights if specified events occur;
- the terms for any conversion, exercise or exchange of the debt securities for any other securities and whether such conversion, exercise or exchange is mandatory, at the option of the holder or at our option;
- provisions as to modification, amendment or variation of any rights or terms attaching to the debt securities;
- whether the debt securities are subject to mandatory or optional remarketing or other mandatory or optional resale provisions, and, if applicable, the date or period during which such resale may occur, any conditions to such resale and any right of a holder to substitute securities for the securities subject to resale; and
- any other terms of the debt securities.

Unless stated otherwise in the applicable Prospectus Supplement, no holder will have the right to require us to repurchase the debt securities and there will be no increase in the interest rate if we become involved in a highly leveraged transaction or there is a change of control of Resverlogix.

We may issue debt securities bearing no interest or interest at a rate below the prevailing market rate at the time of issuance, and offer and sell these securities at a discount below their stated principal amount. We may also sell any of the debt securities for a foreign currency or currency unit, and payments on the debt securities may be payable in a foreign currency or currency unit. In any of these cases, we will describe any Canadian federal income tax consequences and other special considerations in the applicable Prospectus Supplement.

We may issue debt securities with terms different from those of debt securities previously issued and, without the consent of the holders thereof, we may reopen a previous issue of a series of debt securities and issue additional debt securities of such series (unless the reopening was restricted when such series was created).

DESCRIPTION OF WARRANTS

General

We may issue warrants to purchase common shares, preferred shares, debt securities or other securities. We may issue warrants independently or together with other securities, and warrants sold with other securities may be attached to or separate from the other securities. Unless stated otherwise in the applicable Prospectus Supplement, warrants will be issued under one or more warrant agreements between us and a warrant agent that we will name in a Prospectus Supplement.

Selected provisions of the warrants and the warrant agreements are summarized below. This summary is not complete. The statements made in this Prospectus relating to any warrant agreement and warrants to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable warrant agreement.

A Prospectus Supplement relating to any warrants will describe the warrants and include specific terms relating to the offering. A Prospectus Supplement will include some or all of the following:

- the title of the warrants;
- the aggregate number of warrants offered;
- the designation, number and terms of the common shares, preferred shares, debt securities or other securities purchasable upon exercise of the warrants, and procedures that will result in the adjustment of those numbers;
- the exercise price of the warrants;
- the dates or periods during which the warrants are exercisable;
- the designation and terms of any securities with which the warrants are issued;
- if the warrants are issued as a unit with another security, the date on and after which the warrants and the other security will be separately transferable;
- if the exercise price is not payable in Canadian dollars, the foreign currency or currency unit in which the exercise price is denominated;
- any minimum or maximum amount of warrants that may be exercised at any one time;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the warrants; and
- any other terms of the warrants.

Warrant certificates will be exchangeable for new warrant certificates of different denominations at the office indicated in the applicable Prospectus Supplement. Prior to the exercise of their warrants, holders of warrants will not have any of the rights of holders of the securities subject to the warrants.

Modifications

We may amend the warrant agreements and the warrants, without the consent of the holders of the warrants, to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision, or in any other manner that will not materially and adversely affect the interests of holders of outstanding warrants.

Enforceability

The warrant agent will act solely as our agent. The warrant agent will not have any duty or responsibility if we default under the warrant agreements or the warrant certificates. A warrant holder may, without the consent of the warrant agent, enforce by appropriate legal action on its own behalf the holder's right to exercise the holder's warrants.

DESCRIPTION OF UNITS

We may issue units comprised of one or more of the other Securities described in this Prospectus in any combination. Each unit will be issued so that the holder of the unit is also the holder of each Security included in the unit. Thus, the holder of a unit will have the rights and obligations of a holder of each Security included in the Unit. The unit agreement, if any, under which a unit is issued may provide that the securities included in the unit may not be held or transferred separately at any time or at any time before a specified date.

The applicable Prospectus Supplement may describe:

- the designation and terms of the units and of the securities comprising the units, including whether and under what circumstances those securities may be held or transferred separately;
- any provisions for the issuance, payment, settlement, transfer or exchange of the units or of the securities comprising the units; and
- whether the units will be issued in fully registered or global form.

The applicable Prospectus Supplement will describe the terms of any units. The preceding description and any description of units in the applicable Prospectus Supplement does not purport to be complete and is subject to and is qualified in its entirety by reference to the unit agreement, if any, and, if applicable, collateral arrangements and depositary arrangements relating to such units.

CERTAIN INCOME TAX CONSIDERATIONS

Owning any of the Securities may subject you to tax consequences in Canada. Although the applicable Prospectus Supplement will describe certain Canadian federal income tax consequences of the acquisition, ownership and disposition of any Securities offered under this Prospectus by an initial investor, the Prospectus Supplement may not describe these tax consequences fully or with respect to a particular investor. You should consult your own tax advisor with respect to your particular circumstances.

PLAN OF DISTRIBUTION

New Issue

We may sell our Securities to or through underwriters, dealers, placement agents or other intermediaries and we may also sell our Securities directly to purchasers or through agents in negotiated transactions, block trades, equity lines of credit or a combination of these methods, subject to obtaining any applicable exemption from registration requirements.

The distribution of the Securities may be effected from time to time in one or more transactions at a fixed price or prices, or at non-fixed prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in National Instrument 44-102 *Shelf Distributions*, including sales made directly on the TSX or other existing trading markets for the Securities. If offered on a non-fixed price basis, the Securities may be offered at prevailing market prices at the time of sale or at prices to be negotiated with purchasers at the time of sale. Such prices may vary as between purchasers and during the period of distribution.

The Prospectus Supplement relating to each offering of Securities will identify each underwriter, dealer or agent, as the case may be, and will also set forth the terms of the offering, including the type of security being offered, the public offering price (or the manner of determination thereof if offered on a non-fixed price basis), the net proceeds to us and any compensation payable to the underwriters, dealers or agents.

Under agreements which may be entered into by us, underwriters, dealers and agents who participate in the distribution of the Securities may be entitled to indemnification by us against certain liabilities, including certain liabilities arising out of any misrepresentation in this Prospectus and the documents incorporated by reference herein, other than liabilities arising out of certain misrepresentations relating to underwriters, dealers or agents who participate in the offering of the Securities.

In connection with any offering of Securities (except with respect to an “at-the-market distribution” and unless otherwise specified in the relevant Prospectus Supplement), the underwriters, dealers or agents, as the case may be, may over-allot or effect transactions which stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Secondary Offering

This Prospectus may also, from time to time, relate to the offering of the Corporation’s common shares by certain selling securityholders.

The selling securityholders may sell all or a portion of our common shares beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. Unless we otherwise agree or are bound, if our common shares are sold through underwriters or broker-dealers, the selling securityholders will be responsible for underwriting discounts or commissions or agent’s commissions. Our common shares may be sold by the selling securityholders in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices.

The Prospectus Supplement for or including any offering of securities by selling securityholders will include the following information:

- the names of the selling securityholders;
- the number of securities owned, controlled or directed by each of the selling securityholders;
- the number of securities being distributed for the accounts of the selling securityholders;
- the number of our securities of any class to be owned by the selling securityholders after the distribution and the percentage that number represents of the total number of securities of that class outstanding;
- whether the securities are owned by the selling securityholder both of record and beneficially, of record only, or beneficially only;
- the date or dates the selling securityholder acquired the securities; and
- if the selling securityholder acquired any securities in the 12 months preceding the date of the Prospectus Supplement, the cost thereof to the securityholder in the aggregate and on a per security basis.

RISK FACTORS

Investment in the Securities is subject to various risks. Purchasers of Securities should consider carefully the risk factors set forth below and the risk factors set forth in our AIF and Annual MD&A, which are incorporated herein by reference, and those, if any, described in a Prospectus Supplement relating to a specific offering of Securities.

Market for our securities.

There is currently no market through which our securities, other than our common shares, may be sold and purchasers may not be able to resell such securities purchased under this Prospectus and unless otherwise specified in the Prospectus Supplement, our preferred shares, debt securities, warrants and units will not be listed on any securities or stock exchange or any automated dealer quotation systems. This may affect the pricing of our Securities, other than our common shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities and the extent of issuer regulation. There can be no assurance that an active trading market of our Securities, other than our common shares, will develop or, if developed, that any such market will be sustained.

Future issuances of common shares by us or sales by our existing shareholders may cause our securities price to fall.

The market price of our securities, could decline as a result of issuances by us or sales by our existing shareholders of securities in the market, or the perception that these sales could occur. Sales of our securities by shareholders pursuant to this Prospectus or otherwise might also make it more difficult for us to sell equity securities at a time and price that we deem appropriate.

If Securities are issued under this Prospectus, then the price of our common shares may be negatively affected.

Subject to market conditions and our capital needs, we may again seek to use any remaining availability under this Prospectus by making an offering of Securities under this Prospectus. In addition, we may amend our Prospectus or file a new prospectus to increase our potential access to capital. The addition of these Securities into the market will be dilutive to existing shareholders and may have an adverse effect on the price of our common shares.

We have broad discretion in the use of the net proceeds from this offering.

Our management will have broad discretion in the application of the net proceeds from any offering pursuant to this Prospectus and could spend the proceeds in ways that do not improve our results of operations or enhance the value of our common shares. The failure by our management to apply these funds effectively could result in financial losses that could have a material adverse effect on our business, cause the price of our common shares to decline and delay the development of our product candidates. Pending their use, we may invest the net proceeds from any offering pursuant to this Prospectus in a manner that does not produce income or that loses value.

Negative Operating Cashflow

The Corporation had negative operating cash flow for the financial year ended April 30, 2015. The Corporation anticipates that it will continue to have negative operating cash flow for the foreseeable future and that it will need to allocate a portion of its cash reserves to fund such negative cash flow.The Corporation may also be required to raise additional funds through the issuance of equity or debt securities.There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Corporation.

LEGAL MATTERS

Unless otherwise specified in a Prospectus Supplement, certain legal matters relating to the Securities offered by a Prospectus Supplement will be passed upon, on our behalf, by Borden Ladner Gervais LLP.

The partners and associates of Borden Ladner Gervais LLP, as a group beneficially own, directly or indirectly, less than 1% of our securities of any class.

EXPERTS

KPMG LLP, Chartered Accountants, the Corporation's auditors, are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Each of Dr. Peter Johann and Kenneth Zuerblis, each being a director of the Corporation, resides outside of Canada. Each of Dr. Peter Johann and Kenneth Zuerblis has appointed Borden Ladner Gervais LLP, 1900 520 – 3rd Avenue SW, Calgary, Alberta, T2P 0R3 as his agent for service of process in the Province of Alberta.

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against a person that resides outside of Canada, even if the person has appointed an agent for service of process.

PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS

Unless provided otherwise in a Prospectus Supplement, the following is a description of a purchaser's statutory and contractual rights.

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment. In several of the provinces, the securities legislation further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

Furthermore, original purchasers of debt securities which are convertible into other securities of the Corporation or of warrants offered separately will have a contractual right of action for rescission against us in respect of the conversion, exchange or exercise of a debt security or warrant. The contractual right of rescission will entitle such original purchasers to receive the amount paid upon conversion, exchange or exercise, upon surrender of the underlying securities gained thereby, in the event that this Prospectus, a Prospectus Supplement or any amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise took place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 203 of the *Securities Act* (Alberta), and is in addition to any other right or remedy available to original purchasers under section 203 the *Securities Act* (Alberta) or otherwise at law. Original purchasers are further advised that in certain provinces the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible, exchangeable or exercisable security that was purchased under a prospectus, and therefore a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights, or consult with a legal advisor.

CERTIFICATE OF RESVERLOGIX CORP.

Dated: September 4, 2015

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada, other than Québec.

(Signed) Donald J. McCaffrey President and Chief Executive Officer	(Signed) A. Brad Cann Chief Financial Officer

On behalf of the Board of Directors

(Signed) Peter Johann Director	(Signed) Kenneth Zuerblis Director