

**APPENDIX C TO NATIONAL INSTRUMENT 41-101  
GENERAL PROSPECTUS REQUIREMENTS**

**NON-ISSUER FORM OF SUBMISSION TO  
JURISDICTION AND APPOINTMENT OF  
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"): **Adira Energy Ltd.**

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2. Jurisdiction of incorporation, or equivalent, of Issuer: **Canada**

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3. Address of principal place of business of Issuer: **120 Adelaide St. W, Suite 1204, Toronto, ON M5H1T1**

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4. Description of securities (the "Securities"): **Units, each Unit comprised of one common share and one common share purchase warrant**

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5. Date of the prospectus (the "Prospectus") under which the Securities are offered: **July 25, 2012**

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6. Name of person filing this form (the "Filing Person"): **Gadi Levin**

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7. Filing Person's relationship to Issuer: **Chief Financial Officer**

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8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person: **Israel**

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9. Address of principal place of business of Filing Person: **Aba Hillel 12, Ramat Gan, 52506, Israel**

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10. Name of agent for service of process (the "Agent"): **Maxims CS Inc.**

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11. Address for service of process of Agent in Canada (the address may be anywhere in Canada): **1800-181 Bay St., Toronto, ON, M5J 2T9**

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12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
  - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada in which the securities are distributed under the Prospectus; and
  - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.

16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of [insert province or territory of above address of Agent].

Dated: July 25, 2012

**"Gadi Levin"**  
Signature of Filing Person

**Gadi Levin**  
Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of [insert name of Issuer] under the terms and conditions of the appointment of agent for service of process stated above.

Dated: July 25, 2012

**"Stephen P. Kelman"**  
Signature of Agent

**Stephen P. Kelman**  
Print name of person signing and, if Agent is not an individual, the title of the person

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AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"): **Adira Energy Ltd.**

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2. Jurisdiction of incorporation, or equivalent, of Issuer: **Canada**

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3. Address of principal place of business of Issuer: **120 Adelaide St. W, Suite 1204, Toronto, ON M5H1T1**

---
4. Description of securities (the "Securities"): **Units, each Unit comprised of one common share and one common share purchase warrant**

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5. Date of the prospectus (the "Prospectus") under which the Securities are offered: **July 25, 2012**

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6. Name of person filing this form (the "Filing Person"): **Jeffrey E. Walter**

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7. Filing Person's relationship to Issuer: **Chief Executive Officer**

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8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:  
**Annapolis, Maryland, USA**

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9. Address of principal place of business of Filing Person:  
**1411 Sharps Point Rd., Annapolis, MD, 21409, USA**

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10. Name of agent for service of process (the "Agent"): **Maxims CS Inc.**

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11. Address for service of process of Agent in Canada (the address may be anywhere in Canada): **1800-181 Bay St., Toronto, ON, M5J 2T9**

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12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
  - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada in which the securities are distributed under the Prospectus; and
  - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of [insert province or territory of above address of Agent].

Dated: July 25, 2012

"Jeffrey E. Walter"  
Signature of Filing Person

Jeffrey E. Walter  
Print name of person signing and, if the Filing  
Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of [insert name of Issuer] under the terms and conditions of the appointment of agent for service of process stated above.

Dated: July 25, 2012

"Jeffrey Merk"  
Signature of Agent

Jeffrey Merk  
Print name of person signing and, if Agent is not  
an individual, the title of the person

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1. Name of issuer (the "Issuer"): **Adira Energy Ltd.**

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2. Jurisdiction of incorporation, or equivalent, of Issuer: **Canada**

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3. Address of principal place of business of Issuer: **120 Adelaide St. W, Suite 1204, Toronto, ON M5H1T1**

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4. Description of securities (the "Securities"): **Units, each Unit comprised of one common share and one common share purchase warrant**

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5. Date of the prospectus (the "Prospectus") under which the Securities are offered: **July 25, 2012**

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6. Name of person filing this form (the "Filing Person"): **Richard P. Crist**

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7. Filing Person's relationship to Issuer: **Director**

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8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:  
**USA**

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9. Address of principal place of business of Filing Person:  
**9760 Sunset Hill Place, Lone Tree, Colorado 80124, USA**

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10. Name of agent for service of process (the "Agent"): **Maxims CS Inc.**

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11. Address for service of process of Agent in Canada (the address may be anywhere in Canada): **1800-181 Bay St., Toronto, ON, M5J 2T9**

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12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
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  - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada in which the securities are distributed under the Prospectus; and
  - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of [insert province or territory of above address of Agent].

Dated: July 20, 2012

**"Richard P. Crist"**  
Signature of Filing Person

**Richard P. Crist**  
Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of [insert name of Issuer] under the terms and conditions of the appointment of agent for service of process stated above.

Dated: July 20, 2012

**"Jeffrey Merk"**  
Signature of Agent

**Jeffrey Merk**  
Print name of person signing and, if Agent is not an individual, the title of the person

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2. Jurisdiction of incorporation, or equivalent, of Issuer: **Canada**

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3. Address of principal place of business of Issuer: **120 Adelaide St. W, Suite 1204, Toronto, ON M5H1T1**

---
4. Description of securities (the "Securities"): **Units, each Unit comprised of one common share and one common share purchase warrant**

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5. Date of the prospectus (the "Prospectus") under which the Securities are offered: **July 25, 2012**

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6. Name of person filing this form (the "Filing Person"): **Colin Brent Kinley**

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7. Filing Person's relationship to Issuer: **Director**

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8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:  
**USA**

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9. Address of principal place of business of Filing Person:  
**4817 W, 143 Terrace, Leawood, Kansas, USA 66224**

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10. Name of agent for service of process (the "Agent"): **Maxims CS Inc.**

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11. Address for service of process of Agent in Canada (the address may be anywhere in Canada): **1800-181 Bay St., Toronto, ON, M5J 2T9**

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12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
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  - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of [insert province or territory of above address of Agent].

Dated: July 24, 2012

**"Colin Kinley"**  
Signature of Filing Person

**Colin Brent Kinley**  
Print name of person signing and, if the Filing  
Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of [insert name of Issuer] under the terms and conditions of the appointment of agent for service of process stated above.

Dated: July 24, 2012

**"Jeffrey Merk"**  
Signature of Agent

**Jeffrey Merk**  
Print name of person signing and, if Agent is not  
an individual, the title of the person