

EARLY WARNING REPORT

Made Pursuant To Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids*, National Instrument 62-103 – *The Early Warning System and Related Take-Over bid and Insider Reporting Issues* and Section 102.1 of the *Securities Act* (Ontario)

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of Adira Energy Ltd. (“Adira”).

1. Name and address of Offeror.

Sheldon Inwentash (the “Offeror”)
c/o The Exchange Tower
130 King Street West, Suite 2500
Toronto, Ontario M5X 1A9

2. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

On August 9, 2012, the Offeror acquired ownership of 3,571,430 common shares of Adira (the “Common Shares”) and 3,571,430 common share purchase warrants (the “Warrants”) (each Warrant entitling the holder thereof to acquire one additional common share at a price of \$0.20 until August 9, 2015). In the event that the Warrants are fully exercised, these holdings represent approximately 3.9% of the total issued and outstanding common shares of Adira as of August 9, 2012, calculated on a partially diluted basis assuming the exercise of the Warrants only.

3. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

Immediately following the acquisition noted in item 2 above, the Offeror, together with its joint actors, owns an aggregate of 16,005,057 common shares of Adira, including the Common Shares, and rights to acquire an additional 11,314,290 common shares upon exercise of certain convertible securities (the “Convertible Securities”), including the Warrants. Of these totals, the Offeror owns 5,099,430 common shares of Adira, including the Common Shares, and 4,171,430 of the Convertible Securities, including the Warrants (the “Offeror Convertible Securities”) directly. In the event that the Convertible Securities are fully exercised, the holdings of the Offeror and joint actors represents a total of 27,319,347 common shares of Adira, or approximately 14.2% of all issued and outstanding common shares as at August 9, 2012, calculated on a partially diluted basis assuming the exercise of the Convertible Securities only. In the event that the Offeror Convertible Securities are fully exercised, the direct holdings of the Offeror represents a total of 9,270,860 common shares of Adira, or approximately 5.0% of all

issued and outstanding common shares as at August 9, 2012, calculated on a partially diluted basis assuming the exercise of the Offeror Convertible Securities only.

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

- (a) **the Offeror, either alone or together with any joint actors, has ownership and control;**

See 3. above.

- (b) **the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and**

NIL

- (c) **the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership**

NIL

5. (a) The name of the market where the transaction or occurrence that gave rise to the news release took place.

N/A

- (b) The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:**

See Item 9., below.

6. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

The Common Shares and Warrants noted in 2. above were acquired for investment purposes. The Offeror or its joint actors may from time to time acquire additional securities of Adira, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

7. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release,

including agreements with respect to the acquisition, holding, or disposition or voting of any of the securities.

The Common Shares and Warrants noted in item 2. above were acquired pursuant to a prospectus offering completed August 9, 2012 by Adira.

8. Names of joint actors in connection with the disclosure required in this report.

Pinetree Capital Ltd., Brownstone Energy Inc. and Lynn Factor

9. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the Offeror.

The Common Shares and Warrants noted in item 2. above were acquired pursuant to a prospectus offering for aggregate consideration of \$500,000 (being \$0.14 per unit). The Warrants are exercisable at a price of \$0.20 per share until August 9, 2015.

10. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements of Part 4 in respect of the reporting issuer's securities.

N/A

11. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance.

N/A.

DATED as of the 9th day of August, 2012.

Sheldon Inwentash

“Sheldon Inwentash”
