

EARLY WARNING REPORT

FILED PURSUANT TO NATIONAL INSTRUMENT 62-103

The following information is filed pursuant to the provisions listed above under applicable securities legislation:

- (a) *The name and address of the offeror:*

Name: Dundee Corporation

Address: 1 Adelaide Street East, Suite 2100
Toronto, ON M5C 2V9

- (b) *The 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:*

In connection with a corporate reorganization, Dundee Resources Limited ("Dundee Resources"), a wholly owned subsidiary of Dundee Corporation, acquired control of 5,275,904 common shares ("Shares") and 5,275,904 warrants ("Warrants") of Adira Energy Ltd. ("Adira")

When aggregated with other positions in Adira owned or controlled by Dundee Corporation, Dundee Corporation now controls 5,275,904 Shares and Warrants exercisable for the purchase of 5,988,400 Shares representing an approximate 8.76% interest on an undiluted basis and 17.00% assuming the conversion of all Warrants.

Dundee Corporation and Dundee Securities Ltd. rely on aggregation relief pursuant to sections 5.1 and 5.2 of National Instrument 62-103, and report separately from each other.

- (c) *The 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:*

See disclosure in (a) above.

- (d) *The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which:*

- (i) *the offeror, either alone or together with any joint actors, has ownership and control,*

See disclosure in (a) above.

- (ii) *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*

Not applicable.

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

Not applicable.

- (e) The name of the market in which the transaction or occurrence took place.

Not applicable.

- (e.1) *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:*

Not applicable.

- (f) *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 position in Adira was acquired for investment purposes and may be increased or decreased in the future as considered appropriate in light of investment criteria, market conditions and other factors and in accordance with the provisions of applicable securities legislation.

- (g) *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, disposition or voting of any of the securities:*

Not applicable.

- (h) *The names of any joint actors in connection with the disclosure required by this Form.*

Not applicable.

- (i) *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.*

See disclosure in (e.1) above.

- (j) *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 or Part 4 of the National Instrument 62-103 in respect of the reporting issuer's securities.*

No other changes other than those described herein.

- (k) *If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.*

Accredited Investor, as defined under National Instrument 45-106.

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DATED this 10th day of June, 2014.

DUNDEE CORPORATION

(signed) Sivan Fox

Name: Sivan Fox

Title: Vice President, Legal