

**ADIRA ENERGY LTD.
NOTICE OF CHANGE OF AUDITORS**

TO:

MNP LLP
Ernst & Young
Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission

TAKE NOTICE THAT:

- (a) Ernst & Young, the former auditors of Adira Energy Ltd. (the “**Company**”) tendered their resignation effective April 13, 2015 and the directors of the Company on April 13, 2015 have appointed MNP LLP successor auditors in their place;
- (b) The former auditors of the Company resigned at the Company’s request;
- (c) The resignation of Ernst & Young and appointment of MNP LLP in their place has been approved by the board of directors of the Company;
- (d) There have been no reservations or modified opinions contained in the former auditors’ reports on any of the financial statements of the Company; and
- (e) There are no reportable events as defined in 7(e) of Part 4.11 of National Instrument 51-102- *Continuous Disclosure Requirements*.

DATED at Toronto, Ontario this 13^h day of April, 2015.

ADIRA ENERGY LTD.

Per: _____

Name:  Gad Levin

Title: Chief Financial Officer