

**UNDERTAKING OF ADIRA ENERGY LTD. (THE “CORPORATION”)  
TO BE LISTED ON THE CANADIAN SECURITIES EXCHANGE AS EMPOWER  
CLINICS INC. (THE “RESULTING ISSUER”)**

**TO: ONTARIO SECURITIES COMMISSION (the “OSC”)**

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I, Alan Rootenberg, a director of the Corporation, for and on behalf of the Corporation, and not in my personal capacity, hereby undertake as follows:

1. The Resulting Issuer will continue to implement all conflict of interest measures described below:
  - a. Sollievo branded products will generally be distributed in states where Empower clinics do not currently exist and in cases where clinics do exist, there will be safeguards to ensure no conflicts occur, including that dispensaries that have royalty or any other arrangement with an Empower clinic will not carry Sollievo branded products;
  - b. No incentives (monetary or in any other form) will be provided to doctors to prescribe or recommend the Resulting Issuer’s Sollievo branded products; and
  - c. Should the Resulting Issuer’s Sollievo brand offer a product that may be appropriate for a patient, the Sollievo branded product will only be recommended by the doctors as one of several recommended products (together with similar products from other brands) or as a product without discussion or reference to the Sollievo brand name,

and in the event that these measures are altered, the Resulting Issuer will notify the OSC, issue a press release and file a material change report with respect to same.

2. The Resulting Issuer will disclose in its annual and interim MD&As on a going-forward basis that the measures to address potential conflicts of interest as outlined above continue to be in effect.

**DATED** the 27<sup>th</sup> day of December, 2017.

**ADIRA ENERGY LTD.**

*“Alan Rootenberg”*

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By: Alan Rootenberg  
Title: Director