

**ADIRA ENERGY LTD.**  
4101 Yonge Street, Suite 706  
Toronto, Ontario  
M2P 1N6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Adira Energy Ltd. (the “**Corporation**”) will be held on February 16, 2018 at 11:00 am (Toronto time) at the offices of the Corporation’s counsel, Chitiz Pathak LLP, at 320 Bay Street, Suite 1600, Toronto, Ontario M5H 4A6 for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the years ended December 31, 2015 and 2016, and the auditor’s report thereon;
2. to obtain disinterested shareholder approval of the Transaction (as defined herein) and approve a special resolution with respect to same;
3. to elect each of the directors for the ensuing year;
4. to re-appoint MNP LLP as auditor for the Corporation;
5. to approve the Corporation’s stock option plan;
6. to approve a special resolution, authorizing an amendment to the articles of the Corporation to authorize the change of the name of the Corporation to “Empower Clinics Inc.”, or such other name as is acceptable to the Corporation and the Canadian Securities Exchange, as more fully set forth in the accompanying information circular;
7. to approve and pass a special resolution, with or without amendment, the full text of which is reproduced in the materials accompanying and forming part of this notice of meeting, authorizing and approving the directors of the Corporation use of discretion to pursue a consolidation of issued and outstanding common shares of the Corporation; and
8. to transact such further and other business as may properly be brought before the meeting or at an adjournment thereof.

The Board of Directors have fixed January 11, 2018, as the Record Date for the determination of shareholders entitled to notice of, and to vote at, this Annual and Special Meeting and any adjournment thereof.

Accompanying this notice of Meeting of shareholders is the information circular, form of proxy or voting instruction form, and, for shareholders who had requested such information, a copy of the Corporation’s audited consolidated financial statements and the report of the auditor thereon along with the related management’s discussion and analysis.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit their duly executed form of proxy with the Corporation’s transfer agent and registrar, Computershare Investor Services Inc., on or before 11:00 a.m. on February 14, 2018, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Shareholders who are unable to be present personally at the Meeting are urged to sign, date and return the enclosed form of proxy in the envelope provided for that purpose. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification. The record date for the determination of those Shareholders entitled to receive the notice and to vote at the Meeting is the close of business on January 11, 2018.

Dated at Toronto, Ontario this 10<sup>th</sup> day of January, 2018.

**BY ORDER OF THE BOARD**

*"Dennis Bennie"*

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Dennis Bennie  
Chairman of the Board