Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE											
New report											
Amended report If amended, provide filing date of report that is being amended 2019 04 18 (YYYY-MM-DD)											
ITEM 2 - PARTY CERTIFYING THE REPORT											
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106											
Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.											
 ✓ Issuer (other than an investment fund) 											
		/									
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS											
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.											
Full legal name Empower Clinics Inc.											
Previous full legal name Adira Energy Ltd.											
If the issuer's name changed in	If the issuer's name changed in the last 12 months, provide most recent previous legal name.										
Webs	ite www.e	empowe	erclinics	s.com			(if applicabl	e)			
If the issuer has a legal entity identified	provide belo	w. Refer	to Part B	of the l	Instructio	ons for	the definition	of "legal entity ide	entifier".		
Legal entity identif	er										
If two or more issuers distributed a sing	le security, p	rovide the	e full lega	ıl name	e(s) of th	e co-iss	uer(s) other th	an the issuer nam	ied above.		
Full legal name(s) of co-issue	(s)						(if applicabl	e)			
Item 4 - Underwriter Info	RMATION										
If an underwriter is completing the rep	ort, provide th	ne underw	vriter's fu	ll legal	name a	nd firm	NRD number.				
Full legal name											
Firm NRD number (if applicable)											
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.											
Street address											
Municipality	Province/State										
Country					Pos	tal cod	le/Zip code				
Telephone number							Website			(if applicable)	

ITEM 5 - ISSUER INFORMATION										
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.										
a) Primary industry										
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.										
NAICS industry code 5 4 1 7 1 0										
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.										
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.										
Mortgages Real estate Commercial/business debt Consumer debt Private companies										
b) Number of employees										
Number of employees: 🔽 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more										
c) SEDAR profile number										
Does the issuer have a SEDAR profile?										
No If yes, provide SEDAR profile number 0 0 2 3 3 1 7										
If the issuer does not have SEDAR profile complete item 5(d) - (h).										
d) Head office address										
Street address Province/State										
Municipality Postal code/Zip code										
Country Telephone number										
e) Date of formation and financial year-end										
Date of formation Image: Provide the second secon										
f) Reporting issuer status										
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes										
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.										
AII AB BC MB NB NL NT										
NS NU ON PE QC SK YT										
g) Public listing status										
If the issuer has a CUSIP number, provide below (first 6 digits only)										
CUSIP number										
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.										
Exchange name										
h) Size of issuer's assets										
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.										

\$0 to under \$5M	\$5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	S1B or over

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name								
Full legal name								
Firm NRD number (if applicable) If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State								
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C								
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CUSIP number								
name of an exchange and not a trading facility such as, for example, an automated trading system								
name of an exchange and not a trading facility such as, for example, an automated trading system.								
Exchange name								
f) Net asset value (NAV) of the investment fund								
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).								
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M								
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:								

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purch conne	If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.												
a)	a) Currency												
Select	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.												
✓ C	✓ Canadian dollar □ US dollar □ Euro □ Other (describe)												
b)	b) Distribution date(s)												
State as bot	State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2019 04 02 End date 2019 04 02												
c)		balic	nurc	hasa	r info	rmation	MM DD			YYYY	MM DD		
							h nurchasor and	attach the schedu	le to s	the complex	ted report		
	-				_								
						ributed	and reported on a n	an angunitu bagia. Dafan	to Dar	t A(12) of the	Instructions for he	w to indicate the	
Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.													
	Canadian \$												
	Security codeCUSIP number (if applicable)Description of securityNumber of securitiesSingle or lowest priceHighest priceTotal amount												
UE	BS001696Each unit consists of one common share and one common share purchase warrant.21,115,000.000.10000.10002,111,500.00								2,111,500.00				
c v	/ D	0	0169	96	inte anr	rest at a rate	ertible into units	799,500.	00	0.0000		799,500.00	
e)	Deta	ails o	f righ	nts ar	nd co	nvertible/excha	ngeable securitie	es e			<u> </u>		
								cise price and expiry do terms for each convert				xchangeable securities	
Conv excha	vertib	le / able	Un	derlyir urity c	ng	Exerci	se price dian \$) Highest	Expiry date (YYYY- MM-DD)		nversion ratio		ems (if applicable)	
w	Ν	т	С	М	s	0.1600	0.1600	2021-04-02					
С	Image: Constraint of the sector of the se								ists of one and one purchase warrant is o one additional for a period of price of \$0.16				
f) 5	Sum	mary	∕ of th	ne di	stribu	ition by jurisdict	ion and exemption	on		<u>I`</u>			

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ²⁹ purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	12	1,646,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	8	541,500.00
Alberta	NI 45-106 2.3 [Accredited investor]	1	100,000.00
Québec	NI 45-106 2.3 [Accredited investor]	6	168,500.00
Panama	NI 45-106 2.3 [Accredited investor]	1	55,000.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	50,000.00
Thailand	NI 45-106 2.3 [Accredited investor]	1	50,000.00
Bermuda	Other	2	100,000.00
Germany	NI 45-106 2.3 [Accredited investor]	2	200,000.00
	Total dollar amount of se	curities distributed	2,911,000.00
	Total number of unique purchasers ^{2b}	34	

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)	

Ітем 8 - Сс	OMPENSATIO	N INFORMATION	
		rson (as defined in NI 45-106) to whom the issuer directly provides, litional copies of this page if more than one person was, or wil	
Indicate when	ther any compens	ation was paid, or will be paid, in connection with the distribution.	
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	5

5

a) Name of person compe	nsated and regis	stration	status									
Indicate whether the person compensated is a registrant. No Yes												
If the person compensated is an i	ndividual, provide t	he nam	e of the indivi	dual.								
Full legal name of individual												
Family name First given name Secondary given names												
If the person compensated is not an individual, provide the following information.												
Full legal name o	Full legal name of non-individual Canaccord Genuity Corp.											
Firr	m NRD number	9	0 0					(if appli	icable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves												
b) Business contact inform	ation											
If a firm NRD number is not prov	ided in Item 8 (a), p	orovide	the business co	ontact info	mation o	of the p	erson b	eing com	pensated.			
Street address												
Municipality						Pr	ovince	/State				
Country					Pos	stal co	ode/Zip	code				Ī
Email address					Т	Feleph	none nu	umber				Ī
c) Relationship to issuer of	c) Relationship to issuer or investment fund manager											
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.												
							-		er than an	investmen	t fund)	
	Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)											
\checkmark None of the above		111100		anager		mpioye					linger	
d) Compensation details Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	mmissions, securiti as clerical, printing	es-baseo g, legal	d compensatic or accounting	n, gifts, dis services. A	counts or n issuer is	other s not re	compen equired	isation. D to ask for	o not repo	rt payment	s for servic	ces
Cash commissions paid	35,0	00.00				5	Security of	code 1	Security co	de 2 Se	curity code 3	3
Value of all securities distributed as compensation⁴	1		:	Security co	des	V	N N	Т				
Describe ter	ms of warrants, op	otions o	r other rights	30,000 l expiry d				an exer	cise price	e of \$0.16	with an	
Other compensation⁵			Describe			. ,						
Total compensation paid	35,00	00.00										
Check box if the pers	on will or may rece	eive any	/ deferred con	npensation	(describ	e the t	erms be	elow)				
additional securities of the issue rights exercisable to acquire add	⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.											

a) Name of person comp	pensated and regist	ration status									
Indicate whether the person co	mpensated is a registro	ant.	✓ No	Yes							
If the person compensated is a	n individual, provide th	e name of the individ	dual.								
Full legal name of indiv	vidual										
Family name First given name Secondary given names											
If the person compensated is not an individual, provide the following information.											
Full legal name of non-individual Boom Capital Markets Inc.											
F	Firm NRD number (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves											
b) Business contact info	rmation										
If a firm NRD number is not pro	ovided in Item 8 (a), pr	ovide the business co	ontact information	of the person being c	ompensated.						
Street address	8 The Esplanade, S	Suite 2705									
Municipality	Toronto			Province/State	e Ontario						
Country	Canada		P	ostal code/Zip code	e M5E 0A6						
Email address				Telephone numbe	r						
c) Relationship to issuer	or investment fund	manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.											
	uer or investment fund		· · ·		other than an investment fund)						
		-									
	the investment fund or				er or investment fund manager						
✓ None of the above											
d) Compensation details											
Canadian dollars. Include cash	commissions, securities uch as clerical, printing,	-based compensatio legal or accounting	n, gifts, discounts o services. An issuer	or other compensatior is not required to ask	distribution. Provide all amounts in n. Do not report payments for services for details about, or report on, internal						
Cash commissions pa	aid 29,85	5.00		Security code 1	Security code 2 Security code 3						
Value of all securitie distributed as compensatio		s	Security codes	W N T							
	terms of warrants, opt	ions or other rights	255,900 Finder		exercise price of \$0.16 with an						
Other compensatio	n ⁵	Describe		April 2, 2021.							
Total compensation pa	aid 29,855	5.00									
Check box if the person will or may receive any deferred compensation (describe the terms below)											
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the secur additional securities of	ity codes for all secu			rights exercisable to acquire luding options, warrants or other						

a) Name of person compensated and registration status														
Indicate whether the person compensated is a registrant. No Ves														
If the person compensated is an individual, provide the name of the individual.														
Full legal name of individual														
Family name First given name Secondary given names												s		
If the person compensated is not an individual, provide the following information.														
Full legal name of non-individual EMD Financial Inc.														
Firm N	Firm NRD number36480(if applicable)													
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves														
b) Business contact informati	on													
If a firm NRD number is not provided	d in Item 8 (a), p	orovide t	he business	contact info	rmation	of the	persor	n being	, con	npensa	ted.			
Street address														
Municipality						F	Provin	ce/St	ate					
Country					Po	ostal o	code/2	Zip cc	de					
Email address						Telep	ohone	numl	oer					
c) Relationship to issuer or in	c) Relationship to issuer or investment fund manager													
the Instructions and the meaning of Connect with the issuer or	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager													
d) Compensation details														
u) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 8,000.00														
Value of all securities	4.00	00.00		Security co	des		С	М	s	W	N	т		
L	distributed as compensation ⁴ 4,000.00 Describe terms of warrants, options or other rights 40,000 Common Shares at a deemed price of \$0.10 per share. 40,000 Finder's Warrants at an exercise price of \$0.16 with an expiry date of April 2, 2021.													
Other compensation ⁵			Describe											
Total compensation paid	12,00	00.00												
Check box if the person	will or may rece	eive any	deferred co	ompensation	(descri	be the	terms	below	/)					
⁴ Provide the aggregate value of all a additional securities of the issuer. In rights exercisable to acquire additio ⁵ Do not include deferred compensations.	ndicate the secu nal securities o	ırity coa	les for all se											her

a) Name of person compensated and registration status									
Indicate whether the person co	mpensated is a registro	ant.	✓ No	🗌 Yes					
If the person compensated is a	n individual, provide th	e name of the indivi	dual.						
Full legal name of indiv	/idual								
	Fa	amily name	Fir	st given name		Secondary given names			
If the person compensated is no	ot an individual, provia	le the following infor	mation.						
Full legal name	of non-individual	Tavros Capital							
F	irm NRD number				(if appl	icable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact info	rmation								
If a firm NRD number is not pro	ovided in Item 8 (a), pr	ovide the business co	ontact informatio	n of the persor	n being com	pensated.			
Street address	1706-2345 Madisor	n Ave							
Municipality	Burnaby			Provin	ce/State	British Columbia			
Country	Canada			Postal code/	Zip code	V5C 0B4			
Email address				Telephone	number				
c) Relationship to issuer	or investment fund	manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.									
	ler or investment fund					er than an investment fund)			
		-							
Director or officer of t	he investment fund or	investment fund ma	anager	Employee of	the issuer of	or investment fund manager			
None of the above									
d) Compensation details	i								
Canadian dollars. Include cash	commissions, securities tch as clerical, printing,	-based compensatio legal or accounting	n, gifts, discounts services. An issue	s or other comp er is not require	pensation. E ed to ask foi	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal			
Cash commissions pa	aid 2,45	0.00		Secur	ity code 1	Security code 2 Security code 3			
Value of all securitie distributed as compensatio	es Security codes W N T								
	terms of warrants, opt	ions or other rights	21,000 Finde expiry date of			rcise price of \$0.16 with an			
Other compensatio	n ⁵	Describe		7,202	1.				
Total compensation pa	aid 2,450	0.00							
Check box if the pe	erson will or may recei	ve any deferred con	pensation (desc	ribe the terms	below)				
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the secur dditional securities of	ity codes for all secu							

a) Name of person compensated and registration status									
Indicate whether the person co	mpensated is a regist	rant.	✓ No	Yes					
If the person compensated is a	n individual, provide t	he name of the individ	dual.						
Full legal name of indiv	vidual								
		Family name	Firs	st given name	I	Secondary given	names		
If the person compensated is no	-	-	mation.						
Full legal name	of non-individual	Dragon Capital							
F	irm NRD number				(if appli	cable)			
Indicate whether the person co.	mpensated facilitatea	the distribution throu	igh a funding por	tal or an inter	net-based p	ortal. 🗹 N	o 🗌 Yes		
b) Business contact info	rmation								
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the business co	ontact information	n of the persor	n being com	pensated.			
Street address	Suite 2A Camino	Real							
Municipality	Calle Winston Chu	urchill		Provin	ce/State	Panama	anama		
Country	Panama		F	Postal code/2	Zip code				
Email address				Telephone	number				
c) Relationship to issuer	or investment fund	d manager							
Indicate the person's relationsh the Instructions and the meaning the transmission of transmission of the transmission of transmission of the transmission of transmission of the transmission of tran						ning of "connected" i	n Part B(2) of		
Connect with the issu	-					er than an investmer	t fund)		
		-					,		
Director or officer of t	Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager								
None of the above									
d) Compensation details	;								
Provide details of all compensat Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th	commissions, securitie ich as clerical, printing	es-based compensatio g, legal or accounting	n, gifts, discounts services. An issue	or other comp or is not require	pensation. D ed to ask for	o not report payment	ts for services		
Cash commissions pa	aid 5,00	05.00		Securi	ity code 1	Security code 2 Se	curity code 3		
Value of all securitie distributed as compensatio			Security codes	W	N T				
Describe terms of warrants, options or other rights 42,900 Finder's Warrants at an exercise price of \$0.16 with an expiry date of April 2, 2021.									
Other compensatio	on ⁵	Describe							
Total compensation pa	aid 5,00	05.00]		
Check box if the pe	erson will or may rece	eive any deferred com	pensation (desc	ribe the terms	below)				
⁴ Provide the aggregate value additional securities of the issurities rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the secu additional securities o	irity codes for all secu	on, <u>excluding</u> opt urities distributed	ions, warrants as compensa	or other rig tion, <u>includ</u>	hts exercisable to ac i <u>ng</u> options, warrants	quire or other		

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER								
If the issuer is an investment fund	d, do not complete	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (seled	ct the one that appli	es - if more than one	applies, select onl	y one).			
Reporting issuer in any juris	diction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer i	n any jurisdiction of	Canada ⁶					
Provide nar	ne of reporting issue	ər]
Wholly owned subsidiary of	a foreign public iss	suer ⁶						
Provide name of	foreign public issue	er						
Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷								
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (c). Proceed to Item	10.				
 ⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. If the issuer is none of the above, check this box and complete Item 9(a) - (c). 								
a) Directors, executive officer	s and promoters	of the issuer						
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.								
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residentail jurisdiction of individual				
				Province or	Province or country		0	Р
b) Promoter information								
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.								
Organization or company name	Family name First given name	Secondary given names	Residential jurisdiction of individual	jurisdiction of (select of		tionship to promoter one or both if applicable)		
				Province or	Province or country D		0	
				country				
				country				

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Empower Clinics Inc.							
Full legal name	McAuley Steven			J.				
	Family name First given name		Secondary given names			ames		
Title	Chief Executive Officer							
Telephone number	6047892146	Email address	s.mcau	s.mcauley@empowerclinics.com				
Signature	"Steven McAuley"	Date	2019	9 06	11			
			YYYY	Ύ ΜΜ	DD	-		

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name	Blundy	Katie			Title	Lawyer
	Family name	First given name	Secondary give	en names		
Name of company	Bennett Jones LLP					
Telephone number	6048915369	En	ail address bl	lundyk@ben	nettjone	es.com

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information
 pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory
 authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of
 the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and
 business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the
 security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.