

EMPOWER CLINICS INC.
Suite 918, 1030 West Georgia Street
Vancouver, BC V6E 2Y3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Empower Clinics Inc. (the “**Company**”) will be held at the offices of Bennett Jones LLP, 2500 – 666 Burrard Street, Vancouver, BC, on Thursday, September 26, 2019, at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. to set the number of directors of the Company at three and to elect Steven McAuley, Dustin Klein and Andrejs Bunkse as directors of the Company to hold office until the next annual general meeting of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
2. to appoint MNP LLP as the auditors of the Company for the fiscal year ending December 31, 2019 at remuneration to be fixed by the board of directors of the Company (the “**Board**”);
3. to place before the Meeting the audited financial statements of the Company for the fiscal years ended December 31, 2017 and 2018, and the accompanying reports of the auditors thereon;
4. to consider and, if thought fit, to approve a special resolution authorizing the Board to amend the name of the Company to such name as may be determined by the Board and accepted by the relevant regulatory authorities;
5. to consider and, if thought fit, to approve an ordinary resolution to ratify, confirm and approve the Company’s Stock Option Plan, as described in the management’s information circular (the “**Information Circular**”) accompanying this Notice of Meeting;
6. to consider and, if thought fit, to approve an ordinary resolution to ratify, confirm and approve the repeal of the Company’s current by-laws and adoption of new by-laws, which include an advance notice provision as further described in the Information Circular;
7. to consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the Company’s articles to change the registered office of the Corporation to such address in the Province of British Columbia as may be determined by the Board;
8. to consider and, if thought fit, to approve, a special resolution to confirm, ratify and approve all acts, resolutions, deeds and things done by and proceedings of the directors and officers of the Company on behalf of the Company since the last annual general meeting of the shareholders held on January 1, 2019; and
9. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board has fixed August 8, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services

Inc., 510 Burrard Street, 3rd Floor Vancouver BC, V6C 3B9, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 23rd day of August, 2019.

By Order of the Board of Directors of

EMPOWER CLINICS INC.

“Steven McAuley”

Steven McAuley
President, Chief Executive Officer
and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.