

**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 Wedgewood Hotel, 845 Hornby Street, Vancouver, BC, on Thursday, October 15, 2020, 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 ratify, confirm and approve the appointment of MNP LLP as the auditor of the Company for the fiscal year ended December 31, 2019 at such remuneration as was fixed by the board of directors of the Company (the “**Board**”);
3. to appoint MNP LLP as the auditors of the Company for the fiscal year ending December 31, 2020 at remuneration to be fixed by the Board;
4. to place before the Meeting the audited financial statements of the Company for the fiscal years ended December 31, 2018 and 2019, and the accompanying reports of the auditors thereon;
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, 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 September 26, 2019; and
7. to consider and if thought advisable, pass a special resolution approving a consolidation of the Corporation’s common shares, as more particular described in the accompanying information circular;
8. to consider and if thought advisable, pass a special resolution approving the continuance of the Corporation from the *Canada Business Corporations Act* (the “CBCA”) to the *Business Corporations Act* (British Columbia) (the “BCBCA”), as more particularly described in the accompanying information circular;
9. to consider and if thought advisable, pass an ordinary resolution approving new articles of the Corporation (including advance notice provisions) conditional upon the continuance of the Corporation under the BCBCA becoming effective, as more particularly described in the accompanying information circular; and
10. 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 September 10, 2020 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, Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept., 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 18th day of September, 2020.

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.**