



EMPOWER CLINICS INC.
(the "Company")

FORM OF PROXY

Annual General and Special Meeting to be held at WEDGEWOOD HOTEL, 845 Hornby Street, Vancouver, B.C. on **October 15, 2020 at 11:00 a.m. (Vancouver time)** and at any adjournment or postponement thereof (the "Meeting"). Proxies must be received by **11:00 a.m. (PDT) on October 13, 2020.**

VOTING METHOD	
INTERNET	Go to https://css.olympiatruster.com/pxlogin and enter the 12-digit control number shown on reverse.
EMAIL	proxy@olympiatruster.com
FACSIMILE	(403) 668-8307
MAIL	Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept.

The undersigned hereby appoints **STEVEN MCAULEY, CEO** of the Company, or failing **DUSTIN KLEIN, DIRECTOR** of the Company (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT

1. Number of Directors	FOR	AGAINST
To set the number of directors to be elected at the Meeting at <u>3</u> (#).	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors	FOR	WITHHOLD
a) Andrejs Bunkse	<input type="checkbox"/>	<input type="checkbox"/>
b) Dustin Klein	<input type="checkbox"/>	<input type="checkbox"/>
c) Steven McAuley	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors	FOR	WITHHOLD
Appointment of <u>MNP LLP</u> , Chartered Professional Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Stock Option Plan	FOR	AGAINST
To ratify, confirm and approve the Corporation's Stock Option Plan, as further described in the accompanying management information circular of the Corporation.	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Share Consolidation	FOR	AGAINST
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.	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Continuance Under the British Columbia Business Corporations Act	FOR	AGAINST
To consider and if thought advisable, pass a special resolution approving the continuance of the Corporation from the <i>Canada Business Corporations Act</i> (the "CBCA") to the <i>Business Corporations Act</i> (British Columbia) (the "BCBCA"), as more particularly described in the accompanying information circular.	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Articles	FOR	AGAINST
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.	<input type="checkbox"/>	<input type="checkbox"/>
8. All Acts of Directors and Officers	FOR	AGAINST
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 Corporation on behalf of the Corporation since September 26 th , 2019.	<input type="checkbox"/>	<input type="checkbox"/>
9. Other Matters	FOR	AGAINST
To consider and, if thought fit, to approve such other business that may properly be brought before the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s) *Date (MM/DD/YYYY)*

Request for Financial Statements
In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As. **Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.**
I am currently a security holder of the Company and as such request the following:

Interim Financial Statements with MD&A – Check the box to the right if you would like to RECEIVE interim financial statements and accompanying Management's Discussion & Analysis by mail. <input style="float: right; margin-left: 10px;" type="checkbox"/>	Annual Financial Statements with MD&A – Check the box to the right if you would like to DECLINE to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. <input style="float: right; margin-left: 10px;" type="checkbox"/>
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Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Company.
5. To be valid, this proxy should be signed in the exact manner as the name appears on the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
6. To be valid, this proxy must be filed using one of the Voting Methods and must be received by Olympia Trust Company before the date noted on the reverse, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.
7. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.