

EMPOWER CLINICS INC.

Suite 505, 1771 Robson Street
Vancouver, BC V6G 1C9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, AUGUST 12, 2021

AND

INFORMATION CIRCULAR

July 14, 2021

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

EMPOWER CLINICS INC.
Suite 505, 1771 Robson Street
Vancouver, BC V6G 1C9

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, August 12, 2021 at 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, Yoshi Tyler 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, 2021 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 year ended December 31, 2020, and the accompanying report of the auditors thereon; and
4. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The management information circular accompanying this Notice of Meeting (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 July 7, 2021 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 14th day of July, 2021.

By Order of the Board of Directors of

EMPOWER CLINICS INC.

“*Steven McAuley*”

Steven McAuley
President, Chief Executive Officer and Director

EMPOWER CLINICS INC.
Suite 505, 1771 Robson Street
Vancouver, BC V6G 1C9

INFORMATION CIRCULAR
July 14, 2021

INTRODUCTION

This Information Circular accompanies the Notice of Annual General and Special Meeting of shareholders (the “**Notice**”) and is furnished to shareholders holding common shares (each, a “**Share**”) in the capital of Empower Clinics Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of the shareholders to be held at 11:00 a.m. (Vancouver time) on Thursday, August 12, 2021 at the Wedgewood Hotel, 845 Hornby Street, Vancouver, BC, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is July 14, 2021. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation to any of the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers who are NOBOs (as defined below), and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each Share that such shareholder held on the record date of July 7, 2021 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders in the enclosed form of proxy (the “**Designated Persons**”) are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.

A SHAREHOLDER MAY EXERCISE THIS RIGHT BY STRIKING OUT THE PRINTED NAMES OF THE

DESIGNATED PERSONS AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY, AND PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE MUST BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept. (the "**Transfer Agent**"), at its offices located at PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Transfer Agent at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law. Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY, INCLUDING FOR THE NOMINEES OF THE BOARD FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the Designated Persons with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares of a shareholder on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders are “non-registered” shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSP’s, RRIF’s, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements set out in National Instrument 54-101 of the Canadian Securities Administrators (“**NI 54-101**”), the Company has distributed copies of the Notice, this Information Circular and the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of a one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called “**OBOs**”, meaning Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “**NOBOs**”, meaning Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from Intermediaries for distribution of proxy-related materials directly to NOBOs.

These Meeting Materials are being sent to both registered shareholders and NOBOs under NI 54-101. If you are a Non-Registered Holder who is a NOBO, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf. The Company’s management does not intend to pay for Intermediaries to forward to OBOs the

Information Circular and related proxy materials and Form 54-101F7 - Request for Voting Instructions Made by Intermediary, and OBOs will not receive the materials unless the OBOs' Intermediary assumes the cost of delivery.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value. As of the record date, determined by the board of directors of the Company (the “**Board**”) to be the close of business on July 7, 2021, a total of 333,402,527 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company.

ELECTION OF DIRECTORS

The Board presently consists of three directors, being Steven McAuley, Yoshi Tyler and Andrejs Bunkse (collectively, the “**Current Directors**”). The shareholders are required to elect the directors of the Company to hold office until the next annual meeting of shareholders or until the successors of such directors are elected or appointed.

The Board unanimously recommends that the shareholders vote FOR the following resolution.

“RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the setting of the number of directors of the Company at three be and is hereby authorized and approved; and
2. the election of Steven McAuley, Yoshi Tyler and Andrejs Bunkse as directors of the Company, to hold office until the earlier of 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.”

Unless authority to do so is withheld, the Designated Persons intend to vote in favour of setting the number of directors at three and for the election of the Current Directors, whose names are set forth in the resolution above.

The form of the proposed resolution set forth above is subject to such amendments as management may propose at the Meeting but which do not materially affect the substance of the proposed resolution. The resolution must be approved by more than 50% of the votes cast by shareholders present in person or represented by proxy at the Meeting.

Current Directors

The following table sets out biographical information with respect to each of the Current Directors:

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years⁽¹⁾	Director Since	Number of Shares Beneficially Owned⁽¹⁾
Steven McAuley ⁽²⁾ <i>Vancouver, BC, Canada</i> CEO and Director	CEO of the Company since January 2019; Founder and CEO of Privatis Technology Corporation since September 2010.	January 4, 2019	17,484,000 ⁽³⁾ 5.2%

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Shares Beneficially Owned ⁽¹⁾
Yoshi Tyler ⁽²⁾ Dallas, TX, USA Director	President of Kai Medical Laboratory, LLC, a wholly-owned subsidiary of the Company	April 12, 2021	Nil ⁽⁴⁾
Andrejs Bunkse ⁽²⁾ Phoenix, AZ, USA Director	Owner and Attorney at Rain Legal since April 2018; Counsel at Nimbus Legal since May 2018; President of Endurance Strategies Group, LLC since May 2013.	May 26, 2019	Nil ⁽⁵⁾

⁽¹⁾ Information has been furnished by the respective nominees individually. Percentages are calculated based on 333,402,527 Shares outstanding as of the record date of July 7, 2021, on an undiluted basis.

⁽²⁾ Member of the Audit Committee.

⁽³⁾ In addition to these Shares, Mr. McAuley holds 2,450,000 share purchase warrants, with 1,250,000 share purchase warrants exercisable until April 16, 2022 at a price of \$0.10 per Share and 1,200,000 share purchase warrants exercisable until November 9, 2022 at a price of \$0.12 per Share.

⁽⁴⁾ Ms. Tyler holds 1,075,000 stock options (each, an "Option"), with 775,000 Options each exercisable into one Share until October 5, 2023 at a price of \$0.05 per Share and 300,000 Options each exercisable into one Share until May 7, 2026 at a price of \$0.44 per Share.

⁽⁵⁾ Mr. Bunkse holds 1,100,000 Options, with 300,000 Options each exercisable into one Share until June 17, 2022 at a price of \$0.14 per Share, 300,000 Options each exercisable into one Share until March 30, 2023 at a price of \$0.05 per Share, and 500,000 Options each exercisable into one Share until March 4, 2026 at a price of \$0.57 per Share.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Shares represented by proxies for the election of any other persons as directors.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Corporate Cease Trade Orders

Other than as set out below, to the best of management's knowledge, no proposed director of the Company has, within 10 years before the date of this Information Circular, been a director or officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied that person or company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

Steven McAuley is subject to a management cease trade order that was issued by the British Columbia Securities Commission, as principal regulator, on May 3, 2021 for failure of the Company to file its annual audited financial statements and related documents for the year ended December 31, 2020 and condensed consolidated interim financial statements and related filings for the three months ended March 31, 2021. All outstanding filings have now been made by the Company and the management cease trade order was revoked on July 14, 2021.

Bankruptcies

To the best of management's knowledge, no proposed director of the Company: (i) is or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

The following terms when used in this Statement of Executive Compensation will have the following meanings:

"compensation securities" includes Options, convertible securities, exchangeable securities and similar instruments, including stock appreciation rights, deferred share units and restricted share units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

"NEO" or "Named Executive Officer" means:

- (a) each individual who served as CEO of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as CFO of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

"plan" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

"underlying securities" means any securities issuable on conversion, exchange or exercise of compensation securities.

Overview

We operate in an emerging industry and rapidly evolving market. To succeed in this environment and to achieve our business and financial objectives, we need to attract, retain and motivate a highly talented team of executive officers.

Our executive officer compensation program is designed to achieve the following objectives:

- provide market-competitive compensation opportunities in order to attract and retain talented, high-performing and experienced executive officers, whose knowledge, skills and performance are critical to our success;
- motivate our executive officers to achieve our business and financial objectives; and
- align the interests of our executive officers with those of our shareholders by tying a meaningful portion of compensation directly to the long-term value and growth of our business.

We offer our executive officers cash compensation in the form of base salary or consulting fees and long-term equity-based incentives awarded in the form of Options granted under the Company’s Stock Option Plan (the “**Option Plan**”). In the future, we may also grant long-term equity-based incentives consisting of units and/or restricted share units under a long-term incentive plan that may be adopted, though none are contemplated at this time. We believe that equity-based compensation awards motivate our executive officers to achieve our business and financial objectives, and also align their interests with the long-term interests of our shareholders. We provide base salary or consulting fees to compensate our employees or consultants for their day-to-day responsibilities, at levels that we believe are necessary to attract and retain executive officer talent. While not a primary element of our compensation framework, we may also, from time to time, award cash or equity-based bonuses to our executive officers in recognition of exemplary performance. Perquisites and personal benefits are not a significant element of compensation of our executive officers.

As a publicly-traded company, we will continue to evaluate our compensation philosophy and compensation program as circumstances require and plan to review compensation on an annual basis. As part of this review process, we expect to be guided by the philosophy and objectives outlined above, as well as other factors which may become relevant, such as the cost to us if we were required to find a replacement for a key employee.

Base salaries or consulting fees are provided as a fixed source of compensation for our executive officers. Adjustments to base salaries and/or consulting fees are expected to be determined annually and may be increased based on the executive officer’s success in meeting or exceeding individual objectives, as well as to maintain market competitiveness. Additionally, base salaries or consulting fees, as applicable, can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope of breadth of an executive officer’s role or responsibilities.

The Option Plan is used to grant Options to directors, officers (including Named Executive Officers), employees and consultants of the Company, as additional compensation and as an opportunity to participate in the success of the Company. The granting of Options is intended to align the interests of such persons with that of our shareholders. In determining the number of Options to be granted to directors or executive officers, including the Named Executive Officers, the Board takes into account, among other things, the number of Options, if any, previously granted to each director or executive officer.

Given the small size of the Board, the Board as a whole oversees our compensation policies, processes and practices and has the responsibility of administering the compensation policies related to the directors and executive management of the Company. In assessing the compensation of the Company’s directors and executive officers, including the Named Executive Officers, we do not have in place any formal objectives, criteria or analysis. The Company has not established any specific performance criteria or goals to which total compensation or any significant element of total compensation to be paid to any Named Executive Officer is dependent. Named Executive Officers’ performance is reviewed in light of the Company’s objectives from time to time.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table is a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any director who was not a Named Executive Officer for the fiscal years ended December 31, 2020 and 2019:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites⁽¹⁾ (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Steven McAuley ⁽²⁾ <i>President, CEO and Director</i>	2020	191,156	Nil	Nil	Nil	19,525	210,681
	2019	260,944	Nil	Nil	Nil	544,688	805,632
Kyle Appleby ⁽³⁾ <i>CFO</i>	2020	9,000	Nil	Nil	Nil	Nil	9,000
	2019	N/A	N/A	N/A	N/A	N/A	N/A
Mathew Lee ⁽⁴⁾ <i>Former CFO and Secretary</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	14,695	Nil	Nil	Nil	Nil	14,695

Name and Position	Year	Salary, Consulting Fee, Retainer of Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites ⁽¹⁾ (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Dustin Klein ⁽⁵⁾ <i>Former Director and SVP, Business Development</i>	2020	67,073	Nil	Nil	Nil	Nil	67,073
	2019	66,667	Nil	Nil	Nil	Nil	66,667
Andrejs Bunkse ⁽⁶⁾ <i>Director</i>	2020	10,061	Nil	Nil	Nil	Nil	10,061
	2019	19,904	Nil	Nil	Nil	19,462	39,336

- (1) “Perquisites” include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director’s total salary for the financial year is \$150,000 or less; (b) 10% of the NEO or director’s salary for the financial year if the NEO or director’s total salary for the financial year is greater than \$150,000 but less than \$500,000; or (c) \$50,000 if the NEO or director’s total salary for the financial year is \$500,000 or greater.
- (2) Mr. McAuley was appointed as CEO and as a director on January 4, 2019.
- (3) Mr. Appleby was appointed as CFO on September 28, 2020. All compensation payable in connection with the provision of Mr. Appleby’s services as CFO are paid to CFO Advantage Inc., a company controlled by Mr. Appleby.
- (4) Mr. Lee served as CFO from March 19, 2019 to February 19, 2020.
- (5) Mr. Klein was appointed as a director on April 30, 2019 and resigned as a director on March 1, 2021.
- (6) Mr. Bunkse was appointed as a director on June 13, 2019. His annual compensation amounts in 2020 and 2019 were USD\$7,500 and USD\$15,000, respectively, which were converted to Canadian dollars for the purposes of the table above using the Bank of Canada average rates of 1.3415 and 1.3269, respectively.

Stock Options and Other Compensation Securities

The following table sets out all Options, being the only compensation securities granted or issued by the Company to any director or NEO in the year ended December 31, 2020, for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof. Each Option is exercisable into one Share.

Name and Position	Type of Compensation Security	Number of Compensation Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant ⁽¹⁾	Expiry Date
Steven McAuley <i>President, CEO and Director</i> ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Kyle Appleby <i>CFO</i>	Nil	Nil	Nil	Nil	Nil	Nil
Mathew Lee <i>Former CFO and Secretary</i>	Nil	Nil	Nil	Nil	Nil	Nil
Dustin Klein <i>Former Director and SVP</i>	Nil	Nil	Nil	Nil	Nil	Nil
Andrejs Bunkse <i>Director</i>	Options	300,000 ⁽³⁾⁽⁴⁾	March 30, 2020	\$0.05	\$0.05	March 30, 2023

- (1) All of the compensation securities granted or issued in 2020 were comprised of Shares or Options. The closing price per Share on the Canadian Securities Exchange (the “CSE”) on December 31, 2020, being the last trading day of the Company’s most recently completed fiscal year, was \$0.285.
- (2) As at December 31, 2020, Mr. McAuley did not hold any Options but did hold 7,000,000 Shares that were granted to Mr. McAuley as a bonus in a prior fiscal year.
- (3) These Options vested immediately.
- (4) As at December 31, 2020, Mr. Bunkse also held 300,000 Options exercisable until June 17, 2022 at a price of \$0.14 per Share. On March 4, 2021, Mr. Bunkse was granted an additional 500,000 Options exercisable until March 4, 2026 at a price of \$0.57 per Share.

Exercise of Compensation Securities by Directors and NEOs

The following table sets out all exercised compensation securities, being solely comprised of Options, during the Company’s most recently completed fiscal year ended December 31, 2020.

Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security	Date of exercise	Closing price per security on date of exercise	Difference between exercise price and closing price on date of exercise	Total value on exercise date
Steven McAuley <i>President, CEO and Director</i>	Options	7,000,000	\$0.14	November 3, 2020	\$0.06	(\$0.08)	-(1)

(1) The Options were out of the money on the date of exercise so no value has been attributed.

Stock Option Plans and Other Incentive Plans

As at December 31, 2020, the Company had one equity incentive plan, being the Option Plan. The Option Plan is a “rolling” stock option plan that is administered by the Board (or a committee thereof), pursuant to which the number of Shares reserved for issuance from time to time will not exceed 10% of the issued and outstanding Shares at the date of any grant, on an undiluted basis. The Option Plan provides that the Board may, from time to time, in its discretion, grant Options to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates. As at the date of this Information Circular, there were 6,494,459 Options outstanding under the Option Plan.

The following information is intended as a brief description of the Option Plan and is qualified in its entirety by the full text of the Option Plan, a copy of which was attached as Schedule “A” to the Company’s information circular dated September 18, 2020 with respect to its 2020 annual general meeting of shareholders, which is available under the Company’s profile at www.sedar.com:

1. The Board shall establish the exercise price at the time each Option is granted, subject to the following conditions:
 - (a) if the Shares are listed on the CSE, the exercise price will not be less than the minimum prevailing price permitted by CSE policies;
 - (b) if the Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price will be determined by the Board at the time of granting;
 - (c) if an Option is granted within 90 days of a distribution by a prospectus by the Company, the exercise price will not be less than the price that is the greater of the minimum prevailing price permitted by CSE policies and the per Share price paid by public investors for Shares acquired under the distribution by the prospectus, with the 90 day period beginning on the date a final receipt is issued for the prospectus; and
 - (d) in all other cases, the exercise price shall be determined in accordance with the rules and regulations of any applicable regulatory bodies.
2. Upon expiry of an Option, or in the event an Option is otherwise terminated for any reason, without having been exercised in full, the number of Shares in respect of the expired or terminated Option shall again be available for a grant under the Option Plan.
3. No Option granted under the Option Plan may have an expiry date exceeding ten years from the date on which the Option is granted (unless automatically extended as a result of a blackout period as described below).
4. The expiry date of each Option will be automatically extended if the expiry date falls within a period during which the Company prohibits optionees from exercising their Options, provided that:
 - (a) the blackout period has been formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information (as defined in the policies of the CSE). For greater certainty, in the absence of the Company formally imposing a blackout period, the expiry date of any Options will not be automatically extended in any

circumstances;

- (b) the blackout period expires upon the general disclosure of the undisclosed Material Information and the expiry date of the affected Options is extended to no later than ten business days after the expiry of the blackout period; and
 - (c) the automatic extension will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Company's securities.
5. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued Shares, unless the Company has obtained disinterested shareholder approval.
 6. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the CSE.
 7. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the CSE.
 8. If a director, employee or consultant of the Company is terminated for cause, then any Option granted to them will terminate immediately upon their ceasing to be a director, employee, or consultant of the Company by reason of termination for cause.
 9. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability or termination of services for cause), or if an optionee resigns, as the case may be, then any Option granted to the holder that had vested and was exercisable on the date of termination will expire on the earlier of the expiry date and the date that is 90 days following the date that the holder ceases to be a director, employee or service provider of the Company.
 10. If the engagement of an option holder engaged in investor relations activities as a consultant is terminated for any reason other than cause, disability or death, any Option granted to such holder that was exercisable and had vested on the date of termination will be exercisable until the earlier of the expiry date and the date that is 30 days after the effective date of the holder ceasing to be a consultant.
 11. If an option holder dies, the holder's lawful personal representatives, heirs or executors may exercise any Option granted to the holder that had vested and was exercisable on the date of death until the earlier of the expiry date and one year after the date of death of the holder.
 12. If an option holder ceases to be a director, employee or consultant of the Company as a result of a disability, the holder may exercise any Option granted to the holder that had vested and was exercisable on the date of disability until the earlier of the expiry date and one year after the date of disability.
 13. Options granted to directors, employees or consultants will vest when granted unless determined by the Board on a case by case basis, other than Options granted to consultants performing investor relations activities, which will vest in stages over 12 months with no more than one quarter of the Options vesting in any three month period.
 14. The Option Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Option Plan to any eligible party, including themselves.
 15. Options granted under the Option Plan shall not be assignable or transferable by an option holder.
 16. The Board may from time to time, subject to regulatory or shareholder approval, amend or revise the terms of the Option Plan.

Employment, Consulting and Management Agreements

The following is a summary of the terms of employment, consulting and management agreements for NEOs during

the fiscal year ended December 31, 2020 and for current members of management.

Steven McAuley – President, CEO and Director

On January 4, 2019, the Company entered into an employment agreement with Mr. McAuley pursuant to which the Company agreed to employ Mr. McAuley as CEO of the Company, effective as of January 4, 2019, for an indefinite term in consideration of an annual base salary of US\$225,000. Mr. McAuley is eligible to receive a performance bonus upon achievement of reasonably attainable criteria to be agreed upon by Mr. McAuley and the Board on an annual basis, with the potential to earn a higher percentage when stretch target milestones are achieved. Additionally, Mr. McAuley will partake in a bonus incentive program to be based on the satisfaction of certain milestones, including the successful completion of financing rounds following which the annual base salary will be increased by an amount equal to 2% of the total amount of equity, debt or hybrid financing raised. He is also entitled to, among other things, participate in the Option Plan and other employee benefit plans of the Company. In the event that the agreement is terminated by the Company without just cause or by Mr. McAuley for good reason (each as defined in the agreement), the Company shall pay Mr. McAuley any outstanding base salary and other amounts owing under the agreement. In the event that the agreement is terminated by the Company or Mr. McAuley in connection with a change of control of the Company (as defined in the agreement), the Company shall pay Mr. McAuley any outstanding base salary and other amounts owing under the agreement. In certain termination cases, the vesting of any unvested stock options will be accelerated.

Kyle Appleby – CFO

On September 28, 2020, the Company entered into a consulting agreement with CFO Advantage Inc. pursuant to which the Company agreed to appoint Mr. Appleby as CFO of the Company, effective immediately, for an indefinite term in consideration of a monthly fee of \$3,000.

Dustin Klein – Former Director and SVP, Business Development

On April 30, 2019, the Company entered into an employment agreement with Mr. Klein pursuant to which the Company agreed to employ Mr. Klein as a director of the Company and SVP, Business Development, effective as of April 30, 2019, in consideration of an annual base salary of US\$100,000. Mr. Klein resigned as a director and officer effective as of March 1, 2021.

Andrejs Bunkse – Director

Mr. Bunkse was paid an aggregate of US\$15,000 for his services as a director in 2020 and will be paid an aggregate of US\$30,000 for his services as a director in 2021. He is also entitled to, among other things, participate in the Option Plan of the Company.

Oversight and Description of Director and NEO Compensation

Given the Company's small size and early stage of development, the Board has not yet appointed a formal compensation committee and typical powers and responsibilities thereof are carried out by the Board as a whole. The CEO assists the Board in assessing the performance of all other executive officers, and the Board has authorized the CEO to make determinations with respect to salaries to be paid to certain officers within a set of fixed parameters. The proposed executive compensation is then presented to the Board for approval and/or ratification, as applicable. The Compensation Committee also has the responsibilities of reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation program, recommending compensation of the Company's officers and employees to the Board, and evaluating the performance of officers generally and in light of annual goals and objectives.

In addition to the foregoing, certain directors may be paid additional fees in special circumstances, as determined in the sole discretion of the Board, such as in connection with serving on a special committee of the Board from time to time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details regarding the Option Plan, being the Company's only equity compensation plan,

as of December 31, 2020. The Option Plan was approved by shareholders of the Company at its annual general meeting held on October 15, 2020. For more information regarding the Option Plan, see above under the heading “*Stock Option Plan and Other Incentive Plans*”.

Plan Category	Number of shares to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
Equity compensation plans approved by shareholders (Option Plan)	9,834,428	\$0.08	18,546,762
Equity compensation plans not approved by shareholders	N/A	N/A	N/A
Total	9,834,428	\$0.08	18,546,762

⁽¹⁾ Based on 283,811,903 Shares outstanding as at December 31, 2020. The Option Plan is a rolling plan under which the Company can grant such number of Options as is equal to 10% of the Company’s issued and outstanding Shares from time to time. As of July 7, 2021, there were 333,402,527 Shares outstanding and, as such, the Company could grant up to 33,340,253 Options under the Stock Option Plan, of which 6,494,459 Options were outstanding as of such date.

Copies of the Stock Option Plan are available for review at the office of the Company at the address set out on the first page of this Information Circular, during normal business hours up to and including the date of the Meeting.

APPOINTMENT OF AUDITOR

It is proposed that MNP LLP (“MNP”), of Suite 300 – 111 Richmond Street West, Toronto, Ontario, M5H 2G4, be appointed as auditor of the Company for the financial year ending December 31, 2020 at a remuneration to be fixed by the Board.

At the Meeting, shareholders will be asked to vote for the appointment of MNP, to serve as auditor of the Company for the Company’s fiscal year ending December 31, 2021 at a remuneration to be fixed by the Board.

Management recommends shareholders vote for the appointment of MNP as the Company’s auditor for the Company’s fiscal year ending December 31, 2021 at a remuneration to be fixed by the Board.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The Audit Committee Charter

The full text of the Company’s Audit Committee Charter is attached as Schedule “A”.

Composition of the Audit Committee

The Company’s Audit Committee is currently comprised of three directors, consisting of Steven McAuley, Yoshi Tyler and Andrejs Bunkse, who are currently the only directors of the Company. As defined in National Instrument 52-110, Mr. McAuley and Ms. Tyler are not independent as they are officers of the Company. Mr. Bunkse is independent. As a venture issuer, the Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. All of the Company’s Audit Committee members are “financially literate”, as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all

the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

The Company is currently seeking to identify an additional independent director to appoint to the Board.

Relevant Education and Experience

Steven McAuley

Mr. McAuley is the Chairman and CEO of the Company, a position he has held since January 4, 2019. From January 2013 through January 2019, Mr. McAuley was the Founder & CEO of Privatis Technology Corporation in Vancouver, B.C. Canada. He is the former: SVP, Financial Services of Penske Automotive Group (NYSE: PAG); CEO of Xpel Technologies (TSXV: DAP); and CEO, United Kingdom of GE Capital Fleet Services.

Yoshi Tyler

Ms. Tyler has been a member of the Board since April 2021. Ms. Tyler is the President of Kai Medical Laboratory, LLC, a position she has held since January 2017. With a professional and entrepreneurial background in healthcare, Ms. Tyler has more than 13 years of experience providing leadership at Pfizer, Inc., a Fortune 500 pharmaceutical company. This experience has provided her with in-depth knowledge and industry insights to found and lead Kai Medical Laboratory towards unprecedented growth.

Andrejs Bunkse

Mr. Bunkse has been a member of the Board since June 2019. Mr. Bunkse is currently Of Counsel to Nimbus Legal PLLC in Scottsdale Arizona, a position he has held since May 2018. Mr. Bunkse is the founder of Rain Legal (Law Offices of Andrejs K. Bunkse), a position he has held since April 2018. Mr. Bunkse has been the President of Endurance Strategies Group in Phoenix, Arizona since May 2013.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in Sections 2.4 or 8 of National Instrument 52-110. Section 2.4 (*De Minimis Non-audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 (*Exemptions*) permits a company to apply to a securities regulatory authority for an exemption from the requirements of National Instrument 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s external auditor in the last two fiscal years, by category, are as follows:

Year Ended December 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2020	\$305,000	113,500	Nil	Nil
2019	\$90,900	\$57,770	Nil	Nil

Exemption

The Company is relying on the exemption provided by Section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of National Instrument 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out the aggregate indebtedness owing from all current and former directors, executive officers and employees of the Company or any of its subsidiaries as at the date of this Information Circular:

Purpose	To the Company	To Another Entity
Share Purchase	\$980,000 ⁽¹⁾	-

⁽¹⁾ As disclosed in the Company's audited annual financial statements for the year ended December 31, 2020, in connection with the exercise of his 7,000,000 Options in November 2020, Steven McAuley, the Company's CEO, issued a promissory note in the principal amount of \$980,000 to the Company, which was recorded as a share subscription receivable.

Except as set out in the table above, no current or former director, executive officer or employee of the Company or any of its subsidiaries, proposed nominee for election to the Board, or associate of any such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Shares outstanding (an “Insider”); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are, to any substantial degree, performed by a person other than the directors or executive officers of the Company, except as otherwise described in this Information Circular.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board currently consists of three directors, being Steven McAuley, Andrejs Bunkse and Yoshi Tyler. Mr. Bunkse is “independent” in that he is independent and free from any interest and any business or other relationship which

could or could reasonably be perceived to, materially interfere with his ability to act in the best interest of the Company, other than the interests and relationships arising from being a shareholder. Mr. McAuley is the President and CEO of the Company and Ms. Tyler is the President of Kai Medical Laboratory, LLC, a wholly-owned subsidiary of the Company, therefore they are not considered to be independent. The Company is currently seeking to identify an additional independent director to appoint to the Board.

Directorships

None of the current directors of the Company are currently directors of any other reporting issuers.

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board conducts reviews with regard to the compensation of the directors and CEO once a year. Compensation payable to the CEO is reviewed and approved by the Board, with Mr. McAuley abstaining from voting with respect to his compensation.

Other Board Committees

Given the small size of the Board, the Board does not currently have any committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, nor any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors and as may follow from the potential grant of Options pursuant to the Option Plan, as further discussed below.

ADDITIONAL INFORMATION

Shareholders may contact the Company by mail at its address set out on the first page of this Information Circular to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's audited financial statements and MD&A for the year

ended December 31, 2020, which is available, together with additional information relating to the Company, under the Company's profile on SEDAR at www.sedar.com.

OTHER MATTERS

Other than the above, management of the Company know of no other matters to come before the Meeting other than those referred to in the Notice. If any other matters that are not currently known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the Designated Persons to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

Dated at Vancouver, British Columbia this 14th day of July, 2021.

ON BEHALF OF THE BOARD OF DIRECTORS OF EMPOWER CLINICS INC.

“Steven McAuley”

Steven McAuley
Chief Executive Officer, President
and Director

SCHEDULE “A”

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company’s audit committee, or its Board of Directors (the “**Board**”) in lieu thereof (the “**Audit Committee**”). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

Composition

- (i) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company, a majority of whom should be independent as defined by applicable legislation.
- (ii) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the “**Chair**”) to serve for a term of one year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (iii) *Financially Literacy.* All members of the Audit Committee must be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate, such member will have a period of three months to acquire the required level of financial literacy.

Meetings

- (i) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (ii) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the Company’s external auditor (the “**Auditor**”). Agenda materials such as draft financial statements must be circulated to all Audit Committee members a reasonable time in advance of each meeting in order for members to have time to review the materials prior to the meeting.
- (iii) *Notice to Auditor.* The Auditor will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor’s duties.
- (iv) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (i) *Selection of the Auditor.* Select, evaluate and recommend the Auditor to the Board for shareholder approval, to examine the Company’s accounts, controls and financial statements.
- (ii) *Scope of Work.* Evaluate, prior to the annual audit of the Company’s financial statements, the scope and general extent of the Auditor’s review, including the Auditor’s engagement letter.
- (iii) *Compensation.* Recommend to the Board the compensation to be paid to the Auditor.

- (iv) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board.
- (v) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor.
- (vi) *Responsibility for Oversight.* Oversee the work of the Auditor, who must report directly to the Audit Committee.
- (vii) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditor regarding financial reporting.

Financial Statements and Financial Information

The Audit Committee will:

- (i) *Review Audited Financial Statements.* Review the Company's audited financial statements, discuss those statements with management and with the Auditor, and if appropriate, recommend their approval to the Board.
- (ii) *Review Interim Financial Statements.* Review and discuss with management the Company's interim financial statements, and if appropriate, recommend their approval to the Board.
- (iii) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review management's discussion and analysis, interim and annual press releases, and Audit Committee reports before the Company publicly discloses such information.
- (iv) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (i) *Internal Controls.* Review with management and the Auditor the general policies and procedures used by the Company with respect to internal accounting and financial controls, and remain informed, through communications with the Auditor, of any weaknesses in internal controls that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (ii) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in such functions.
- (iii) *Accounting Policies and Practices.* Review management's plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (iv) *Litigation.* Review with the Auditor and the Company's legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the Company's financial statements.
- (v) *Other.* Discuss with management and the Auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

- (i) *Accounting, Auditing and Internal Control Complaints.* Establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (ii) *Employee Complaints.* Establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

Authority

- (i) *Auditor.* The Auditor, and any internal auditor hired by the company, will report directly to the Audit Committee.
- (ii) *Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsel and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of such advisors.

Reporting

The Audit Committee will report to the Board on:

- (i) the independence of the Auditor;
- (ii) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (iii) the reappointment and termination of the Auditor;
- (iv) the adequacy of the Company's internal controls and disclosure controls;
- (v) the Audit Committee's review of the Company's financial statements, both annual and interim;
- (vi) the Audit Committee's review of the management's discussion and analysis, both annual and interim;
- (vii) the Company's compliance with legal and regulatory matters to the extent they affect its financial statements;
and
- (viii) all other material matters dealt with by the Audit Committee.