

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