October 31, 2018

Canadian Securities Exchange220 Bay Street, 9th Floor

Toronto, ON

M5J 2W4

**Attention: Listings & Regulation**

Dear Sirs:

Re: Empower Clinics Inc. Private Placement

Pursuant to section 2.7(a) of Policy 6- Distributions of the Policies and Procedures Manual of the Canadian Securities Exchange (the “**CSE**”), this is to confirm that Empower Clinics Inc. (the “**Corporation**”) has received the gross proceeds in connection with the non-brokered private placement that closed on October 23, 2018 of common shares (the “**Common Shares**”) and units (the “**Units**”) of the Corporation as follows:

1. 312,903 Units at an issuance price of CDN $0.31 per Unit for aggregate gross proceeds of CDN $97,000 and 517,132 Units to settle $160,311 in outstanding debt of the Corporation. Each Unit consists of one Common Share and one warrant to purchase Common Shares at an exercise price of CDN $0.36 for one year from the date of issuance.
2. 1,204,851 Common Shares (at a deemed issuance price of $0.2325 per share) and 423,076 Common Shares (at a deemed issuance price of $0.26 per share) to settle a total of $390,126 in outstanding debt of the Corporation.

Please also find attached an executed CSE Certificate of Compliance along with the opinion of our legal counsel.

Yours truly,

**EMPOWER CLINICS INC.**

 Signed: *“signed”*

 Craig Snyder

 President and Chief Executive Officer