FORM 6

**CERTIFICATE OF COMPLIANCE**

**TO: CANADIAN SECURITIES EXCHANGE (“CSE”)**

**RE: PRIVATE PLACEMENT OF CONVERTIBLE DEBENTURES**

Empower Clinics Inc.(the “Listed Issuer”) hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).

 Date: October 9, 2018

 Signed: *“Signed”*

 (Signature)

 Craig Snyder

 President and Chief Executive Officer