FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Empower Clinics Inc. (the “Issuer”).

Trading Symbol: EPW

Number of Outstanding Listed Securities:

Date: November 6, 2018

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer’s ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

**General Instructions**

1. Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

**Report on Business**

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

The Issuer has continued to focus on operating and expanding its medical cannabis clinics in the United States.

1. Provide a general overview and discussion of the activities of management.

Management has been focused on three core elements of the Issuer’s platform as follows:

1. The Opening and expansion of its Chicago clinic;
2. Solidifying its manufacturing and distribution capabilities surrounding its Sollievo branded CBD products; and
3. Expanding its technology capabilities through its tele-medicine platform.
4. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

Not applicable.

1. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

Not applicable.

1. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

Not applicable.

1. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer’s affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

Not applicable.

1. Describe any acquisitions by the Issuer or dispositions of the Issuer’s assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

Not applicable.

1. Describe the acquisition of new customers or loss of customers.

Not applicable.

1. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

Not applicable.

1. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

Not applicable.

1. Report on any labour disputes and resolutions of those disputes if applicable.

Not applicable.

1. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

Not applicable.

1. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

On October 23, 2018, the Issuer issued 517,132 units, with each Unit consisting of one common share in the capital of the Issuer (the “**Common Shares**”) and one warrant to purchase Common Shares at an exercise price of CDN $0.36 for one year from the date of issuance (the “**Units**”), 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), all to settle $550,442 in outstanding debt of the Issuer.

1. Provide details of any securities issued and options or warrants granted.

The Issuer granted an aggregate of 450,000 stock options on October 19, 2018. 200,000 of such options vest immediately, are exercisable at CDN $0.26 per common share, will expire on May 25, 2023 and are otherwise governed by the terms and conditions of the Issuer's stock option plan. The remaining 250,000 options vest in 62,500 tranches on January 22, 2019, April 22, 2019, July 22, 2019 and October 22, 2019, are exercisable at CDN $0.26 per common share, will expire on October 22, 2023 and are otherwise governed by the terms and conditions of the Issuer's stock option plan.

In addition, the Issuer completed a private placement of Units on October 23, 2018 at an issuance price of CDN $0.31 per Unit for aggregate gross proceeds of CDN $97,000. The Units issued pursuant to this private placement were subject to a hold period of four months and one day from the date of issuance

1. Provide details of any loans to or by Related Persons.

Not applicable

1. Provide details of any changes in directors, officers or committee members.

Not applicable

1. Discuss any trends which are likely to impact the Issuer including trends in the Issuer’s market(s) or political/regulatory trends.

The Issuer will continue to be affected by regulation in the United States as under federal law of the United States of America, marijuana is considered a Schedule I substance and it is illegal to use, possess, cultivate, or distribute. However, pursuant to the Rohrabacher-Blumenauer Amendment, the United States Justice Department is prohibited from spending funds to interfere with the implementation of state medical cannabis laws. The Amendment has been renewed numerous times, most recently on September 28, 2018 and is currently in effect through December 7, 2018.

**Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange 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 CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated November 6, 2018

 Craig Snyder
Name of Director or Senior Officer

 “*Craig Snyder*”
Signature

 President and CEO
Official Capacity

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| ***Issuer Details***Name of IssuerEmpower Clinics Inc. | For Month EndOctober 31, 2018 | Date of ReportYY/MM/D18/11/06 |
| Issuer Address1601 5th Ave, Suite 1100 |
| City/Province/Postal CodeSeattle, WA 98101 | Issuer Fax No.N/A | Issuer Telephone No.(206) 718-3288 |
| Contact NameCraig Snyder | Contact PositionPresident and CEO | Contact Telephone No.(206) 718-3288 |
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