

FORM 7**MONTHLY PROGRESS REPORT**Name of Listed Issuer: Empower Clinics Inc. (the "Issuer").Trading Symbol: CBDTNumber of Outstanding Listed Securities: 126,408,045Date: May 6, 2019

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 on going 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

- (a) 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.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) 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 continues with its operations of medical clinics in 3 states that include Washington State, Oregon and Illinois. The Issuer entered into a 5 year lease agreement for a 5,000 sq. ft. commercial facility in Sandy, OR approx. 35 minutes from Portland airport in the Mt. Hood agricultural area. The facility is intended as the location of the first hemp-derived CBD extraction operation for

the Issuer and progress is being made on permits, licensing and architectural design.

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

The Issuer has closed its non-brokered private placement of unsecured convertible debentures (the "Debentures") in the aggregate principal amount of \$799,500.00 and its non-brokered private placement of an aggregate of 21,115,000 units of the Company (each, a Unit") at a price of \$0.10 per Unit for gross proceeds of \$2,115,000.00 for a total of \$2,914,500.00 (together, the "Offerings"). The proceeds of the Offerings are expected to be used by the Company for the completion of strategic acquisitions and for general working capital and corporate purposes.

The Issuer has changed the Company's ticker symbol on the Canadian Securities Exchange (the "CSE") to CSE: CBDT. The Company also intends to seek shareholder approval for a change of name of the Company to CBD Therapeutics Corporation. The Company's new ticker symbol, CSE: CBDT, supports the new brand initiative and makes it easier for the Company's followers in the investment community to associate the Company to its presence in the capital markets.

The Company has also launched a new website that is a better reflection of its health & wellness brand, providing users with a more functional and pleasant experience on desktop and mobile devices. The website will continue to evolve with new content and functionality being added over time, including educational sections, links to an e-commerce store to purchase CBD products, and a directory to the Company's growing network of clinics.

2. 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.

3. 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

4. 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.

The Issuer intends to partner with Canvas MedTech Inc. ("Canvas") (CSE: MTEC) (FRA: 3CM) (OTCPK: CANVF), a leading digital cannabis education and analytics company, to create a pilot to launch a comprehensive education, data collection and analysis program starting with the installation of a network of standalone on-site Canvas educational kiosks in the Empower network of

medical clinics. It is expected that Cannabis will place its Cannabis kiosks throughout Empower's network of clinics to provide accessible and unbiased cannabis education to Empower's patients, integrating geo-targeting capabilities to ensure relevant contextual information across the country. Cannabis will be a key data and analytics partner for Empower by providing meaningful insights on customer behaviours and industry trends and integrating mutually beneficial existing data partnerships.

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.

5. 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.

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

Not applicable

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

Not applicable.

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

The company had no hiring, terminations or lay-offs.

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

Not applicable.

10. 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

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

Not Applicable

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

The Company has issued 21,115,000 common shares on April 2nd, 2019 at the price \$0.10 CAD per common share and 21,421,390 warrants. The issuer has issued unsecured convertible debentures in aggregate principal amount of \$799,500.

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

Not Applicable

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

15. Not Applicable
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16. 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.

In December 2018, President Trump signed the \$867 billion Farm Bill which re-characterized hemp from a schedule 1 drug with high potential for abuse to the lowest-level listed drug (schedule 5) which includes small doses of medicines such as codeine. This allows for mass hemp production in the United States that is federally legal and the ability to move hemp across state lines. Hemp is defined in the United States as cannabis with less than 0.3% THC. CBD, a non-psychoactive cannabinoid found in cannabis, has had a surge in popularity over the past couple of years based on its range of potential health benefits and uses.

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 May 6, 2019

Steven McAuley

Name of Director or Senior
Officer

DocuSigned by:

Steven McAuley

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Signature

CEO

Official Capacity

Issuer Details		For Month End	Date of Report
Name of Issuer		April 30, 2019	YY/MM/DD
Empower Clinics Inc.			19/05/06
Issuer Address			
918-1030 West Georgia Street			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6E 2Y3		N/A	1-888-367-6937
Contact Name		Contact Position	Contact Telephone No.
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