

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: CBDT

Date: December 23rd, 2021

1. New Options Granted:

Date of Grant: November 8th, 2021, December 13th, 2021, December 23rd, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date MM/DD/YY YY	No. of Option s Grante d in Past 12 Months
1231691 BC LTD	Consultant	No	200,000	\$0.37	11/08/2026	Nil
Chuck Coley	Employee	No	100,000	\$0.25	12/13/2024	Nil
Jennifer Archibald	Employee	Yes	400,000	\$0.24	12/23/2026	Nil

Total Number of optioned shares proposed for acceptance: 700,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Alan Rootenberg	250,000	\$0.10	02/01/2016	02/01/2022
Hybrid Financial LTD	250,000	\$0.26	10/19/2018	10/19/2023
Joseph Cohen	400,000	\$0.14	06/17/2019	06/17/2022
Andrejs Bunkse	300,000	\$0.14	06/17/2019	06/17/2022

Kamarie Belisle	20,000	\$0.05	01/22/2020	01/22/2023
Kathy Durrett	60,000	\$0.05	01/22/2020	01/22/2023
Joseph Langlois	40,000	\$0.05	01/22/2020	01/22/2023
Jeffrey Riedel	40,000	\$0.05	01/22/2020	01/22/2023
Emilio Ruiz-Carbajal	10,000	\$0.05	01/22/2020	01/22/2023
Tristen Sgrillo	10,000	\$0.05	01/22/2020	01/22/2023
Dylan Tasker	20,000	\$0.05	01/22/2020	01/22/2023
Greg Peacock	60,000	\$0.05	01/22/2020	01/22/2023
Kendall Ereth	60,000	\$0.05	01/22/2020	01/22/2023
Andrejs Bunkse	300,000	\$0.05	03/30/2020	03/30/2023
Yoshi Tyler	400,000	\$0.05	10/05/2020	10/05/2023
Yoshi Tyler	375,000	\$0.05	10/05/2020	10/05/2023
Demetra Jamie Lau	200,000	\$0.06	11/12/2020	11/12/2023
George Tsiolis	1,000,000	\$0.10	12/07/2020	12/07/2025
HEYWOOD & BEAUDRY CREATIVE INC.	18,095	\$0.21	12/22/2020	12/22/2025
TENZIN KHANGSAR	750,000	\$0.25	02/03/2021	02/03/2026
TAMARA MASON	200,000	\$0.25	02/03/2021	02/03/2026
HEYWOOD & BEAUDRY CREATIVE INC.	11,364	\$0.22	02/26/2021	02/26/2026
Andrejs Bunkse	500,000	\$0.57	03/04/2021	03/04/2026
Honourable Sheila Copps & Assoc. Inc	300,000	\$0.57	03/04/2021	03/04/2026
Yoshi Tyler	300,000	\$0.44	05/07/2021	05/07/2026
Annette Robinson	100,000	\$0.43	09/22/2021	09/22/2026
Iveta Michelcikova	200,000	\$0.47	09/23/2021	09/23/2026

(1) Set out number of optioned shares for each grant with different terms.

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3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
Shareholder meeting approving stock option plan was held on October 15th, 2020
- (b) State the date of the news release announcing the grant of options.
December 23rd, 2021
- (c) State the total issued and outstanding share capital at the date of grant or amendment.
339,445,021
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.
2.03%
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.
27,070,043
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
N/A
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.
N/A

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4. 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 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 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: December 23rd, 2021

Steven McAuley

Name of Director or Senior
Officer

"Steven McAuley"

Signature

Chief Executive Officer

Official Capacity