

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: CBDT

Number of Outstanding Listed Securities: 197,743,209

Date: November 3rd, 2020

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 to reach a number of important milestones on its path forward, as a global health and wellness company, serving the needs of patients through its network of physician-staffed health and wellness clinics.

During the COVID-19 crisis, the Issuer has made changes to its clinic operations and patient management based on the most recent recommendations from the (CDC) Centers for Disease Control and Prevention, and their guidance for healthcare facilities. The Issuer has adapted clinic operating procedures to ensure optimum safety for employees and patients, updated cleaning and sanitation protocols, and provided extensive new communications to the team and patients.

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

The Issuer has commenced COVID-19 reverse transcription polymerase chain reaction (RT-PCR) testing through its Sun Valley Health operations in Arizona, using RT-PCR test kits and laboratory test processing by the recently acquired Kai Medical Laboratory in Dallas, TX.

The programs are part of a “Back to Work” and “Back to School” initiative supported by a variety of outbound marketing campaigns including new Facebook ads, text message & email campaigns and outbound call-center campaigns targeting businesses, universities & colleges, sports teams or organizations where effective social distancing could be difficult.

The Issuer has announced it has entered into a non-binding term sheet to sheet to acquire the businesses of Lawrence Park Health and Wellness Clinic Inc., 1100900 Canada Inc dba Atkinson, and Momentum Health Inc. collectively (“Momentum Health”), subject to due diligence and customary closing conditions.

Momentum Health operates a network of medical clinics with a comprehensive team of physicians and therapists who apply a holistic and hands on approach working with patients to unlock potential well-being. Key services include Physiotherapy, Chiropractic, Massage Therapy, Traditional Chinese Medicine, Athletic Therapy and others.

The proposed acquisition will include the acquisition of two standalone wellness clinics and four new co-located clinics in the Greater Toronto area of Ontario, Canada. Moreover, the proposed acquisition includes incentives for the two Co-Founders of Momentum Health to open an additional 30 clinics across Canada.

3. 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.

4. 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

5. 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 has entered into a partnership with Loop Insights Inc. to provide an end-to-end COVID-19 mitigation solution complete with venue tracing, real-time automated guest exposure notifications and frequent testing with rapid results in 15 minutes.

By providing testing, tracking, and real-time reporting, Loop and Empower have created a safe and secure Travel Bubble solution to allow enterprise level businesses to return to full operations, particularly those in the hospitality, travel, and live entertainment industries.

The Issuer has entered into an agreement with Mackie Research Capital Corporation, as sole agent and sole bookrunner (the "Agent"), in connection with a best efforts, private placement of units of the Company (the "Units") at a price of \$0.05 per Unit (the "Offering Price") for gross proceeds of up to \$1,100,000 (the "Offering").

Each Unit will be comprised of one common share of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant shall be exercisable to acquire one Common Share (a "Warrant Share") at a price of \$0.12 per Warrant Share for a period of 24 months from the closing of the Offering.

The Agent will have an option (the "Agent's Option") to offer for sale up to an additional 15% of the number of Units sold in the Offering at the Offering Price, which Agent's Option is exercisable, in whole or in part, at any time up to 48 hours prior to the closing of the Offering.

The Company intends to use the proceeds raised under the Offering to support the development of clinics through clinic acquisitions, lab testing services, sales and marketing, for general working capital purposes.

The securities to be issued under the Offering will be offered by way of private placement in each of the provinces of Canada, and such other jurisdictions as may be determined by the Company, in each case, pursuant to applicable exemptions from the prospectus requirements under applicable securities laws.

The Company entered into a Marketing services agreement with Octagon Media Corp., dated October 9, 2020 for the Six (6) month term - October 9, 2020 - April 9, 2021

6. 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

7. 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.

The Issuer has completed the acquisition of Kai Medical Laboratory, LLC ("KAI") from KTM5 Holdings, LLC, NULV11, LLC and Consistent Investment Group, LLC (together, the "Vendors"), through its wholly-owned subsidiary, Empower Healthcare Assets Inc. ("Empower Health"), for consideration having an aggregate value of US\$1,971,857 (CAD\$2,613,478), effective as of October 5, 2020.

KAI Medical Laboratory operates a high-complexity CLIA and COLA accredited laboratory that provides reliable and accurate testing solutions to hospitals, medical clinics, pharmacies, and employer groups. KAI has taken an active role in COVID-19 testing, battling the pandemic through RT-PCR testing and serology testing with the capacity to process 4,000 RT-PCR test specimens per day. While the RT-PCR test identifies if a patient has an active virus, the serology or antibody test detects if a patient has previously been exposed to the virus. Both of these test results are vital to managing outbreaks and the potential spread of coronavirus.

Beyond its COVID-19 capabilities, Kai Medical Laboratory offers a wide array of testing services ranging from hematology to hormone testing, endocrinology, toxicology, and immunology. These tests are done under the supervision of its

well-qualified and highly experienced scientists, medical professionals and pharmacists.

As a result of this capability, Empower is now able to expand phase four of its COVID-19 testing rollout which was first announced on April 27, 2020 beginning with testing in-clinic testing (Phase 1) and culminating with a nationwide roll-out across the United States (Phase 4). Phase 4 allows Empower to service enterprise level clients, including movie and television studios that require reliable, accurate, fast and mass batch testing capabilities in order to resume production in a safe and compliant manner.

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

Not applicable

9. 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

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

In connection with Kai Medical Laboratory acquisition, the Issuer has entered into new employment agreements with Yoshi Tyler, Michael Haines

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

Not applicable.

12. 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

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

Not applicable.

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

| Security | Number Issued | Details of Issuance | Use of Proceeds ⁽¹⁾ |
|--------------------------------|---------------|---|--------------------------------|
| Stock Option | 400,000 | Issued to Yoshi Tyler at a price of \$0.05 per Share, expiring 36 months following the date of issuance | N/A |
| Stock Option | 375,000 | Issued to Yoshi Tyler at a price of \$0.05 per Share, expiring 36 months following the date of issuance | N/A |
| Stock Option | 100,000 | Issued to Michael Haines at a price of \$0.05 per Share, expiring 36 months following the date of issuance | N/A |
| Stock Option | 352,333 | Issued to Lacey Crow at a price of \$0.05 per Share, expiring 36 months following the date of issuance | N/A |
| Stock Option | 352,333 | Issued to Santino Coronado at a price of \$0.05 per Share, expiring 36 months following the date of issuance | N/A |
| Stock Option | 1,500,000 | Issued to Octagon Media Corp at a price of \$0.08 per Share, expiring 12 months following the date of issuance | N/A |
| Common Share Purchase Warrants | 500,000 | Issued to Consistent Investment Group, LLC at a purchase price of \$0.05 per Warrant Share, expiring 36 months following the date of issuance | N/A |

(1) State aggregate proceeds and intended allocation of proceeds.

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

Not applicable

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

Not applicable

17. 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.

The passing in the United States of the US\$867 billion Agriculture Improvement Act has legalized hemp and hemp-based products. This has created an opportunity for the production and sale of a variety of CBD-based products that can provide genuine help and effective relief to millions of people suffering from a variety of qualifying conditions.

The United States Department of Agriculture (USDA) released its updated Federal Hemp Program that may have an impact of the production and handling of hemp nationally in States where we operate such as Oregon. The Agriculture Improvement Act of 2018 (2018 Farm Bill, Section 10113) directs the US Department of Agriculture (USDA) to issue regulations and guidance to implement a program for the commercial production of industrial hemp in the United States.

The Issuer is relying upon the U.S. Food and Drug Administration (FDA) Emergency Use Authorization (EUA) that approves for sale the COVID-19 Antibody kits of any manufacturers it has selected to use at this time. The FDA has not fully approved certain manufacturers or their specific test kits. Final FDA approval remains pending.

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 3rd, 2020

Steven McAuley
Name of Director or Senior
Officer

"Steven McAuley"
Signature
CEO
CEO
Official Capacity

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| Issuer Details | | For Month End | Date of Report |
| Name of Issuer Empower Clinics Inc. | | October 31, 2020 | YY/MM/DD 20/11/03 |
| Issuer Address 918-1030 West Georgia Street | | | |
| City/Province/Postal Code Vancouver, BC V6E 2Y3 | | Issuer Fax No. N/A | Issuer Telephone No. 1-888-367-6937 |
| Contact Name Steven McAuley | | Contact Position CEO | Contact Telephone No. 604-789-2146 |
| Contact Email Address s.mcauley@empowerclinics.com | | Web Site Address https://www.empowerclinics.com | |