



January 13, 2021

Canadian Securities Exchange  
100 King St. W., Suite 7210  
Toronto, ON M5X 1E2

Dear Sirs/Mesdames:

**Re: Empower Clinics Inc. (the “Company”) – Acquisition of Lawrence Park Health and Wellness Clinic Inc. and 11000900 Canada Inc. (collectively the “Target Corporations”)**

Pursuant to Section 3.3(a) of Policy 6 of the Canadian Securities Exchange, the Company confirms closing the acquisition of all of the issued and outstanding shares in the capital of the Target Corporations (the “**Acquired Shares**”). In connection therewith, the Company confirms receipt of the Acquired Shares and the issuance of 5,128,204 common shares in the capital of the Company in consideration therefore.

Further details in respect of the Acquisition are outlined in the Company’s news release dated January 4, 2021 and in the Company’s Form 9 – *Notice of Proposed Issuance of Listed Securities* dated December 30, 2020.

**EMPOWER CLINICS INC.**

Per: “Steven McAuley”  
Steven McAuley  
Chief Executive Officer



Empower Clinics Inc.  
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