

## OTCQB Certification

I, Steven McAuley, CEO of Empower Clinics Inc. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):

- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines
- ☐ Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of August 14, 2019 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. Please provide the following information as of the latest practicable date:

i. Number of Beneficial Owners holding at least 100 shares: 509 as of August 14, 2019

("Beneficial Owner" shall mean any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security.)

ii. Number of shares in the Public Float: 133,944,046 as of August 14, 2019

("Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding, or any Affiliates thereof, or any Immediate Family Members of officers, directors and control persons.)

e. The company is duly organized, validly existing and in good standing under the laws of British Columbia in which the Company is organized or does business.

f. Identify any law firm and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Bennett Jones LLP  
Angela Blake  
1066 West Hastings Street, Suite 2600  
Vancouver, B.C. V6E 3X1

Chititz Pathak LLP  
Ryan Hunter  
320 Bay Street, Suite 1600

Toronto, ON M5H 4A6

g. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company.

Boom Capital

Steven Low

8 The Esplanade, Suite 2705

Toronto, ON M5E 0A6

Maricom Inc

Remy Scalabrini

925 Boul de Maisonneuve, Suite #274

Montreal, QC H3A 0A5

Hybrid Financial

Steve Marshall

40 King Street West, Suite 1700

Toronto, ON M5H 3Y2

Market One Media Group Inc.

Farhan Lalani

Suite 320-440 West Hastings Street,

Vancouver, BC V6B 1L1

MR Consulting

Marc Reinemuth

Schillerstrasse 11

DE-69181 Leimen

Stonebridge Partners LLC

Anthony Varrell

10650 SW 71ST AVE,

MIAMI, FL 33156

Integral Wealth Securities Limited

Taylor Davison

181 University Avenue, Suite 1600

Toronto, Ontario M5H 3M7

Michael Frank

47 Concord Road,

Thornhill, ON, L4J 3M2

Proactive Investors

Steve Darling

Vancouver Office

1055 West Georgia Street, Suite 965

Vancouver, BC V6E 3P3

Stockhouse Publishing Ltd.

Twila Jensen

1625 -1185 West Georgia Street,

Vancouver, BC V6E 4E6

AGORA Internet Relations Corp.

George Tsiolis

155 East Beaver Creek Road, Unit 24, Suite 304

Richmond Hill, ON L4B 2N1

h. The following is a complete list of Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.

<b>Name</b>	<b>Address (City and State only)</b>	<b>Number of Shares Owned</b>
Steven McAuley	Vancouver, British Columbia	7,000,000
Dustin Klein	Peoria, Arizona	11,029,411
Andrea Klein	Peoria, Arizona	11,029,412
Mathew Lee	Vancouver, British Columbia	nil
Agraflora Organics International Inc. Derek Ivany, CEO	Vancouver, British Columbia	10,000,000
Ty & Sons Investments Inc. Talal Yassin, Partner	Vancouver, British Columbia	6,752,314
Delrina Consolidated Ltd. Dennis Bennie, Partner	Toronto, Ontario	6,123,732
Andrejs Bunkse	Phoenix, AZ	nil

Date: August 14, 2019

Name of Certifying CEO or CFO: Steven McAuley

Title: CEO

Signature: /Steven McAuley/

(Digital Signatures should appear as "/s/ [OFFICER NAME]")