The securities offered in this offering document have not been registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of the offered securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the 1933 Act.

Offering Document under the Listed Issuer Financing Exemption

January 24, 2023

Empower Clinics Inc. (the "Company" or "Empower")

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Units ("**Units**") of the Company, with each Unit to be comprised of one common share of the Company (a "**Share**") and one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will be exercisable to acquire an additional Share at an exercise price of $0.075 per Share for a period of 24 months from the date of issue.
Offering Price:	$0.03 per Unit (the "**Issue Price**").
Offering Amount:	A minimum of 66,666,666 Units and a maximum of 166,666,667 Units, for minimum gross proceeds of $2,000,000 and maximum gross proceeds of $5,000,000 (the "**Offering**").
Closing Date:	One or more tranches, the first of which is expected to occur on or about February 3, 2023 (each, a "**Closing Date**").
Exchange:	The Shares are listed on the Canadian Securities Exchange under the trading symbol EPW. The Warrants are not listed.
Last Closing Price:	The last closing price of the Shares on the Canadian Securities Exchange on January 23, 2023 was $0.02.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Empower is conducting a listed issuer financing under section 5A.2 of National Instrument 45- 106 *Prospectus Exemptions*. In connection with this offering, the issuer represents the following is true:

- **The issuer has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed $5,000,000.**
- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” with respect to the Company. Except for statements of historical fact relating to Empower, information contained in this offering document constitutes forward-looking information, including any information related to any offering and Empower’s strategy, plans or future financial or operating performance. Forward-looking information is characterized by words such as “plan”, “expect”, “budget”, “target”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may”, “will”, “could” or “should” occur, or by discussions of strategy, and includes any guidance and forecasts appearing in this offering document. Forward-looking information includes estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact, including statements regarding the Company's goal of reshaping the model of patient-first integrated healthcare and wellness and expected benefits of same, including increasing shareholder value; the Company's planned objectives and uses of the proceeds of the Offering; the expected timing of completion of the Offering; and expected proceeds to be raised and finders' fees to be paid in connection with the Offering. Forward-looking information is based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, including assumptions about the Company's business, operations, the economy and the integrated healthcare industry in general. In this respect, the Company has assumed that its operations will remain consistent with management’s expectations, contracted parties will provide goods and services on agreed timeframes, required regulatory approvals will be received and maintained, no material adverse change will occur, and no significant events will occur outside of the Company’s normal course of business. No assurance can be given that the expectations in any forward-looking information will prove to be correct and, as such, the forward-looking information included in this offering document should not be unduly relied upon.

Forward-looking information is inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those described in, or implied by, the forward-looking information. These factors include the impact of general business, regulatory, and economic conditions on the Company's operations; risks and opportunities presented by COVID-19 and other infectious diseases; risks related to commercialization efforts of the Company’s diagnostic technologies; proposed changes in numbers of clinics; the Company's ability to obtain funds necessary to pursue its business plan through the sale of equity or debt securities; the availability of funds on reasonable terms, if at all; the Company's ability to successfully execute its plans and intentions; foreign exchange risk; volatility of the price of the Company's securities; dilution risk as the result of additional financing activities; regulatory risks; supply chain risks; and other factors beyond the Company's control. Although Empower has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in, or implied by, the forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The reader is cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding Empower’s expected financial and operational performance and Empower’s plans and objectives and may not be appropriate for other purposes.

All forward-looking information contained in this offering document is given as of the date hereof or thereof, as the case may be, and is based upon the opinions and estimates of management and information available to management of the Company as at the date hereof or thereof. The Company undertakes no obligation to update or revise the forward-looking information contained in this offering document, whether as a result of new information, future events or otherwise, except as required by applicable laws. Investors should read this entire offering document and consult their own professional advisors to ascertain and assess the income tax and legal risks and other aspects of their investment in the securities of the Company.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Empower is a leader in integrated healthcare and diagnostic solutions in the United States and Canada and is working to reshape the model for patient-first integrated healthcare and wellness by leveraging our experience with clinic management, technology, quality products, medical and paramedical expertise. Supported by an experienced leadership team and in partnership with well-known pharmacy brands**,** Empower is growing its clinical and digital presence across North America. We believe our Health & Wellness and Diagnostics & Technology business units are positioned to positively impact the integrated health of our patients, while simultaneously providing long term value for our shareholders.

Recent Developments

The Company has provided notice of change of auditor to MNP, LLP effective December 9th, 2022 and a new auditor Zeifmans, LLP was appointed effective December 20, 2022. Mr. Mario Cortis resigned as President of Medi + Sure Canada Inc. on November 23, 2022.

The Company's division The Medi Collective Corp. announced January 9th, 2023 it is consolidating three of its clinic locations in Ontario to focus resources to support its flagship clinic location in Etobicoke, ON and two other rehabilitation & allied health clinics.

As part of the restructuring of TMC, Dr. Aviv Tsimerman assumes the role of General Manager of TMC. Carolyn Shields is no longer serving as Senior Vice-President, Operations and has moved on from TMC.

Subsequent to September 30, 2022, there were 2,200,000 warrants that expired unexercised.

On November 14, 2022, the Company announced the appointment of Alexis Wukich to the board of directors and the resignation of Yoshi Tyler from the board of directors.

On November 21, 2022, the Company announced a proposed private placement of:

i. secured convertible debenture units (each a "**Debenture Unit**") at a price of $1,000 per Debenture Unit for aggregate proceeds of $250,000, and

ii. common share units (each a "**Share Unit**") at a price of $0.05 per Share Unit, for aggregate proceeds of up to $1,000,000.

On November 22, 2022, the Company issued 250 Debenture Units for aggregate proceeds of $250,000. Each Debenture Unit was comprised of one senior secured convertible debenture in the principal amount of $1,000 (each, a "**Debenture**") and 20,000 Warrants. The Debentures bear interest at a rate of 10.0% per annum and mature on November 22, 2024. The principal amount of each Debenture may be converted into Shares at any time prior to maturity at a conversion price of $0.05 per Share (subject to customary adjustments). Each Warrant is exercisable into one Share at an exercise price of $0.075 per Share (subject to customary adjustments) until November 22, 2024.

On November 22, 2022, the Company also announced the settlement of all amounts owing under 3,700 outstanding unsecured convertible debentures, plus accrued interest thereon, in the aggregate amount of $3,786,400 (the "**Outstanding Debentures**") in exchange for the issuance of a new secured convertible debenture having a principal amount of $3,786,400 (the "**New Debenture**"). The New Debenture bears interest at a rate of 10% per annum and matures on November 22, 2024. The Outstanding Debentures were convertible into Shares at a conversion price of $0.20 per Share. The New Debenture is convertible into Shares at a conversion price of $0.05 per Share (subject to customary adjustments). The Company also cancelled 18,500,000 warrants, having an exercise price of $0.30 per Share, that were previously issued with the Outstanding Debentures and issued 18,500,000 new Warrants, each of which are exercisable into one Share at an exercise price of $0.075 per Share (subject to customary adjustments) and expire on November 22, 2024.

On December 13, 2022, it completed a non-brokered private placement of units (each a "**Unit**") at a price of $0.05 per Unit, for aggregate gross proceeds of $842,500 (the "**Financing**"). In connection with the Financing, the Company issued 16,850,000 Units, comprised of (i) 14,850,000 Units issued as settlement of $742,500 in outstanding debt and (ii) 2,000,000 Units issued for cash proceeds of $100,000.

Each Unit consists of one common share in the capital of the Company (each, a “**Share**”) and one Share purchase warrant (each, a "**Warrant**"). Each Warrant is exercisable into one Share at $0.075 per share until two years from closing.

The Company has entered into a letter of intent dated February 3, 2023 (the "**LOI**") with Dr. Bharat Mocherla – a Nuclear Medicine Specialist in Las Vegas, Nevada with more than 15 years of experience in the medical and clinical trials field – to create and operate a Dallas-based Site Management Organization ("**SMO**") with plans to evolve into a Contract Research Organization ("**CRO**").

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the net funds from the Offering to achieve growth targets for each of its business units and subsidiaries, namely The Medi-Collective Corp., Medi + Sure Canada Inc. and MediSure Laboratory. With the anticipated minimum funding, the Company’s priorities are:

Business Objective	**Significant Events That Must First Occur**	**Estimated Period of Completion**	**Estimated Cost of Completion**
Expand clinical services in the U.S. supporting healthcare needs of underserved Americans. Recruit medical professionals, launch new specialty and wellness solutions, invest in marketing The Medi-Collective Corp. brand to U.S. markets	Complete definitive agreements with Specialist Network of North America Inc. (“SNNA”) SNNA launch Pilot 1 & Pilot 2 Activate The Medi Collective Corp. brand in pilot markets	Next 1 – 24 months	$487,500
Develop new healthcare and testing product distribution agreements for U.S. and Canada. Commence certification for medical devices and at-home testing products for U.S. markets and expand product lines in Canada Invest in Medisure brand development in the U.S.	Complete definitive agreements with new medical device and test product manufacturer Expand science and project management personnel in U.S. Support product inventory requirements and seek additional Health Canada approvals Develop Medisure brand, marketing and product packaging	Next 1 – 12 months	$500,000
Commence clinical studies and clinical trials in support of new testing solutions seeking FDA approvals for product distribution in U.S. using Medisure Laboratory	Complete clinical study and clinical trial agreements with product manufacturers Leverage laboratory facility for third party clinical trial programs	Next 1 – 12 months	$100,000

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The expected availability of net funds is $1,001,564 if the minimum Offering is completed and $3,771,564 if the maximum Offering is completed.

		Assuming minimum Offering only	Assuming 100% of Offering
A	Amount to be raised by the Offering	$2,000,000	$5,000,000
B	Selling commissions and fees	$120,000	$300,000
C	Estimated offering costs (e.g., legal, accounting, audit)	$50,000	$100,000
D	Net proceeds of offering: D = A – (B+C)	$1,830,000	$4,600,000
E	Working capital as at most recent month end (deficiency)	$(3,328,435)	$(3,328,435)
F	Additional sources of funding	$2,500,000(1)	$2,500,000(1)
G	**Total available funds: G = D+E+F**	**$1,001,564**	**$3,771,564**

(1) This a combination of a $1,500,000 unit financing and an estimated $1,000,000 free cash flow from U.S. operations

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum Offering only	Assuming 100% of Offering
Corporate G&A including public listing costs, legal, audit, professional fees and salaries	$500,000	$1,100,000
MediSure Canada product development and distribution	$200,000	$400,000
New Product and market development in U.S. healthcare	$300,000	$1,000,000
Development of The Medi Collective Corp. clinics model with expansion of specialty and wellness services	$250,000	$500,000
Investment into Specialty network of North America Joint Venture in 2023	$337,500(2)	$337,500(2)
Payment of amounts owed under Medi + Sure Canada Inc. share purchase agreement	$220,000(3)	$220,000(3)
Unallocated working capital	$22,500	$1,042,500
Total	**$1,830,000**	**$4,600,000**

(2) Upon completion of a definitive investment agreement the Company intends to allocate funds to the joint venture investment in Specialty Network of North America based on $62,500 USD per quarter in 2023 at a Canadian dollar exchange rate of 1.35%. There are no variances between the previously disclosed use of funds and the use of such funds to date.

(3) The Company has allocated funds to settle remaining payments under the sale and purchase agreement for Medi + Sure Canada Inc. to its former shareholder, Mario Cortis, who was the President of Medi + Sure Canada Inc. until his resignation on November 23, 2022.

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocate and spend will depend on a number of factors, including the Company's ability to execute on its business plan.

The most recent unaudited quarterly financial statements and interim financial report of the Company included the following going concern note. The Offering is intended to permit the Company to continue to develop its growth and development and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

These condensed interim consolidated financial statements have been prepared under the assumption that the Company will be able to continue operating as a going concern, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations for the foreseeable future. The Company has a history of losses and negative cash flows from operating activities, and as at September 30, 2022, the Company had a working capital deficiency of $2,996,239 (December 31, 2021 - $4,542,752) and an accumulated deficit of $62,791,166 (December 31, 2021 - $62,334,945). These circumstances present a material uncertainty that casts significant doubt over the Company's ability to continue as a going concern.

The Company anticipates that it will pursue growth opportunities through acquisitions, the expansion of clinic locations and through new product development in order to drive revenue and generate positive cash flows from operations. The ability of the Company to continue operating as a going concern is dependent on its ability to raise sufficient additional funds to finance development activities and/or its ability to achieve profitable operations and positive cash flows from operations. There is no certainty that management's plans described above will be successful or that sufficient financing will be available on terms acceptable to the Company or at all.

These condensed interim consolidated financial statements do not reflect adjustments (if any) to the recorded amounts and classification of assets and liabilities, which could be necessary if the use of the going concern assumption is ultimately determined to be inappropriate. Such adjustments, if any, could be material.

How have we used the other funds we have raised in the past 12 months?

Previous financing activity	Disclosed Use of Funds	Actual Use of Funds
$1,600,000 debenture and unit financing in January 2022	Advance growth plans, working capital purposes and general administrative expenses	Clinic development, inventory purchases, new product development, working capital. No variance from disclosed uses.
$2,100,000 debenture financing in March 2022	Advance growth plans, working capital purposes and general administrative expenses	Clinic development, inventory purchases, new product development, launch of Vancouver cruise ship testing program, working capital, professional fees. No variance from disclosed uses.
$250,000 debenture financing in November 2022	Working capital purposes and general administrative expenses	Working capital purposes and general administrative expenses. No variance from disclosed uses.
$100,000 proceeds from a unit financing in December 2022	Working capital purposes and general administrative expenses	Working capital purposes and general administrative expenses. No variance from disclosed uses.

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their

fees?

The Company may pay finders fees, as further described below, in connection with the offering, to certain finders to be determined prior to the closing of the offering. The finders' fees are expected to be comprised of a cash payment equal to 3% to 6% of the gross proceeds of the offering, and the issuance of compensation warrants equal to 3% to 6% of the Units sold under the offering, with each compensation warrant to be exercisable into one share at a price of $0.075 per Share until two years from the date of issuance.

PART 5 PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

a) to rescind your purchase of these securities with Empower, or

b) to damages against Empower and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access Empower’s continuous disclosure filings on SEDAR at www.sedar.com under Empower’s issuer profile.

For further information regarding Empower, visit our website at: https://www.empowerclinics.com.

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PART 7 DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after January 24, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

January 24, 2023

By: ______________________________
Name: Steven McAuley
Title: Chief Executive Officer, President

By: ______________________________
Name: Steven McAuley
Title: Interim, Chief Financial Officer