

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 98315 / September 7, 2023

Admin. Proc. File No. 3-21626

In the Matter of
EMPOWER CLINICS INC.

RESPONDENT EMPOWER CLINICS INC. ANSWER

Respondent Empower Clinics Inc. respectfully submits the following Answer to the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934.

PRELIMINARY STATEMENT

Respondent is an active Canada corporation located in Vancouver, British Columbia with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Respondent takes its obligations seriously and has made numerous filings with the SEC in recent years. Although the September 7, 2023 Declaration from the Division of Enforcement claimed that Respondent's last filing was for the period ending December 31, 2018, Respondent has actually filed twelve (12) Form 6-K since that filing date and has filed multiple Forms 20-F or 20-F/A including for the periods December 31, 2018, December 31, 2019 and December 31, 2020. Respondent has also been working diligently to get all its filings current and expects to have them completed in the near future.

Respondent is currently out of compliance due to not filing Forms 20-F for the reporting periods of December 31, 2021, and December 31, 2022.

The Respondent advises it has had challenges in completing extremely complex audits in prior years, specifically for the years ending December 31, 2020, December 31, 2021, and December 31, 2022. Resource challenges with auditor staff including staff shortages and staff departures, along with requirements for independent evaluations and valuation reports as a result of new acquisitions by Respondent, resulted in late filings of certain year-end Audited annual financial statements and interim financial statements.

As a result of these numerous challenges and skyrocketing professional fees required to complete prior years audits, the Respondent announced a change to its auditors on December 23, 2022 and a change to its year end to March 31st, commencing with the required filings for the year ending March 31, 2023.

Respondent confirms it has completed its Annual audited financial statements for the year ending December 31, 2021, and filed such on SEDAR on October 27, 2022. Further, it filed interim financial statements for the periods ending March 31, 2022, June 30, 2022, September 30, 2022, and December 31, 2022 on SEDAR and has filed Form 6-K for the periods March 31, 2022, June 30, 2022 and September 30, 2022.

Currently, Respondent is waiting for the final review of the Form 20-F for the Audited annual financial statements for the year ending December 31, 2021 by the prior auditor. Presently, the prior auditor is requiring payment of outstanding professional fees in order to complete the presently late filed Form 20-F. Respondent is in the process of addressing the requirement to pay outstanding professional fees and anticipates resolution prior to December 31, 2023.

Since completion of prior audits, Respondent has worked to timely file the delinquent Forms 20-F with required support from prior auditors, new auditors, independent accounting firms, and legal firms.

Respondent has always intended to defend itself in this proceeding and has communicated **RESPONDENT EMPOWER CLINICS INC.'S ANSWER** – Page 2

via email and telephone conference on multiple occasions with Ms. Sandhya C. Harris, Senior Counsel Division of Enforcement, Securities and Exchange Commission since receiving initial correspondence on this matter, and receiving a copy of the OIP. Respondent further understands the requirements to file an Answer to the allegations contained in the Order within ten (10) days after service of the Order, as provided by Rule 220(b) of the Commission's Rules of Practice, 17 C.F.R. 201.220b).

Respondent has been unable to secure Counsel specializing in U.S. Securities Law at this time and has had to rely on internal resources to appropriately respond to the OIP. Its failure to timely file an answer is not a product of inadvertence or neglect, but rather a product of current resource limitations.

RESPONSES TO SPECIFIC PARAGRAPHS

Respondent admits that certain allegations contained in paragraph one is correct but notes that it has filed three prior Form 20-F for the periods December 31, 2018, December 31, 2019 and December 31, 2020 with its most recent 20-F filing on July 23, 2022, plus Respondent has filed numerous subsequent Form 6-K filings.

Respondent admits that it is delinquent in its filings as stated in paragraph two but has been working diligently to get its filings current.

Respondent admits to the allegations as stated in paragraph three and paragraph four, except to note that it is not a domestic issuer so the allegation regarding Rule 13a-13 does not apply to it.

Respondent respectfully submits that it is neither necessary nor appropriate for the protection of investors to suspend or revoke the registration of its securities. Considering the circumstances provided above that Respondent has been working diligently to complete the necessary documents to become compliant, has been in regular communication with Ms. Harris, Respondent believes a suspension would adversely impact its shareholders considering how close Respondent is to becoming current.

Respectfully submitted,

By: /s/ Steven McAuley

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RESPONDENT

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing instrument was served on all counsel of record via email on November 17, 2023 as follows:

Sandhya C. Harris
United States Securities and Exchange Commission
101 F Street, N.E.
Washington, D.C. 20549-6011
harrissan@sec.gov

/s/ Steven McAuley

Steven McAuley