

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Empower Clinics Inc. (the
"Company") 1030 West Georgia
Street, Suite 918 Vancouver, BC
V6E 2Y3

Item 2 Date of Material Change

February 18, 2020

Item 3 News Release

The news release dated February 19, 2020, was disseminated through ACCESSWIRE.

Item 4 Summary of Material Change

The Company advises that Mat Lee's position as CFO has concluded.

Item 5 Full Description of Material Change

5.1 *Full Description of Material Change*

The Company advises that Mat Lee's position as CFO has concluded effective immediately and thanks Mat for his contributions. The Company continues to be supported by Invictus Accounting and its team of specialists, who have been integral to creating financial and accounting controls that allow us to report quarterly results well in advance of requirements. The Company has commenced a search for a new Chief Financial Officer.

5.2 *Disclosure for Restructuring Transactions*

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Item 7 Omitted Information

Item 8 Executive Officer

Steven McAuley
Chief Executive Officer
Telephone: (604) 789-
2146

Item 9 Date of Report

February 19, 2020