

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

April 16th, 2020

Item 3 News Release

The news release dated April 17th, 2020, was disseminated through ACCESSWIRE.

Item 4 Summary of Material Change

On April 17th, 2020, the Company announced the closing of its non-brokered private placement of an aggregate of 16,325,000 units of the Company at a price of \$0.04 per unit for gross proceeds of \$653,000.00 CDN

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material changes are provided in Item 4 above and in the attached news releases which were filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

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

Item 9 Date of Report

April 17th, 2020

**EMPOWER CLINICS ANNOUNCES CLOSING OF PRIVATE
PLACEMENT THE LAUNCH OF IMMUNE SYSTEM TELE-
MEDICINE SERVICES AND PATIENT VISITS UP 480%**

Empower Clinics closes private placement of \$653,000.00 to support the Company growth plan and goes live with physician based immune boosting tele-medicine consultations with online professional supplement dispensing.

VANCOUVER BC: APRIL 17th, 2020 – EMPOWER CLINICS INC. (CSE: CBDT) (Frankfurt 8EC) (OTCQB: EPWCF) (“**Empower**” or the “**Company**”), a vertically integrated life sciences company, is pleased to announce the closing of its non-brokered private placement of an aggregate of 16,325,000 units of the Company (each, a “Unit”) at a price of \$0.04 per Unit for gross proceeds of \$653,000.00 (the “**Offering**”).

The proceeds of the Offering are expected to be used by the Company for general working capital and corporate purposes.

The Company, as part of the recently announced digital health initiative, has added physician based tele-medicine consultations to address immune system boosting requirements for existing patients and new patients, on a nationwide basis. The Company clinics have also seen a 480% increase in patient visits in the first half of April 2020.

“Securing additional capital provides our Company more flexibility to support our staff and patients, during such a difficult time in history”, said Steven McAuley, Chairman & CEO. “We are hiring physicians and administrative staff right now to meet patient demand and adding technology resources to ensure our new services are available nationwide.”

In addition, our network of physicians will now be able to dispense over 250 premium supplement products to support patients’ needs, through a new online Sun Valley Health supplement store.

“Our new telemedicine platform is extremely robust, giving us the opportunity to provide a variety of modalities to our patients.” said Dustin Klein, Director and SVP Business Development. “We are focused on helping patients boost their immune systems and reduce stress and anxiety that may arise with isolation and social distancing.”

Each Unit is comprised of one Share and one Warrant, with each Warrant exercisable into one Warrant Share at an exercise price of \$0.10 per Warrant Share for a period of two years following the Closing.

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DISSEMINATION IN THE UNITED STATES**

The Units, and the underlying Shares, Warrants and Warrant Shares (collectively, the "**Securities**"), are subject to restrictions on resale under applicable Canadian securities laws for a period of four months and one day from the closing of the Offerings. None of the Securities have been or will be registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities, in any jurisdiction in which such offer, solicitation or sale would require registration or otherwise be unlawful.

ABOUT EMPOWER

Empower is a vertically integrated health & wellness company operating a network of physician-staffed wellness clinics, focused on helping patients improve and protect their health, through innovative physician recommended treatment options. The Company has its first hemp-derived CBD extraction facility under development, to produce proprietary lines of cannabidiol (CBD) based products to distribute through company owned and franchised clinics, wholesale partnerships, online channels and developing retail channels nationwide in the U.S.

ON BEHALF OF THE BOARD OF DIRECTORS:

Steven McAuley
Chief Executive Officer

Investors: Dustin Klein
Director
dustin@svmmjcc.com
720-352-1398

Investors: Steven McAuley
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DISCLAIMER FOR FORWARD-LOOKING STATEMENTS

This news release contains certain "forward-looking statements" or "forward-looking information" (collectively "forward looking statements") within the meaning of applicable Canadian securities laws. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Forward-looking statements can frequently be identified by words such as "plans", "continues", "expects", "projects", "intends", "believes", "anticipates", "estimates", "may", "will", "potential", "proposed" and other similar words, or information that certain events or conditions "may" or "will" occur. Forward-looking statements in this news release include statements regarding; the Company's intention to open a hemp-based CBD extraction facility, the expected benefits to the Company and its shareholders as a result of the proposed acquisitions and partnerships; the effectiveness of the extraction technology; the expected benefits for Empower's patient base and customers; the benefits of CBD based products; the effect of the approval of the Farm Bill; the growth of the Company's patient list and that the Company will be positioned to be a market-leading service provider for complex patient requirements in 2019 and beyond. Such statements are only projections, are based on assumptions known to management at this time, and are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the forward-looking statements, including; that the Company may not open a hemp-based CBD extraction facility; that legislative changes may have an adverse effect on the Company's business and product development; that the Company may not be able to obtain adequate financing to pursue its business plan; general business, economic, competitive, political and social uncertainties; failure to obtain any necessary approvals in connection with the proposed acquisitions and partnerships; and other factors beyond the Company's control. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. Readers are cautioned not to place undue reliance on the forward-looking statements in this release, which are qualified in their entirety by these cautionary statements. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements in this release, whether as a result of new information, future events or otherwise, except as expressly required by applicable laws.