

**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**

July 15<sup>th</sup>, 2020

**Item 3 News Release**

The news release dated July 16<sup>th</sup>, 2020, was disseminated through ACCESSWIRE.

**Item 4 Summary of Material Change**

On July 15<sup>th</sup>, 2020, the Company announced the closing of its non-brokered private placement of an aggregate of 14,417,334 units of the Company at a price of \$0.05 per unit for gross proceeds of \$720,866.00 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**

July 16<sup>th</sup>, 2020

## **EMPOWER CLINICS ANNOUNCES CLOSING OF PRIVATE PLACEMENT INCREASED DEMAND FOR COVID-19 TESTING AND ARE ON PACE FOR RECORD JULY PATIENT VISITS**

Empower Clinics closes private placement of \$720,866.00 to support the Company growth plan and continues to meet increased demand for COVID-19 testing in Arizona clinics, along with supporting record patient demand in July 2020

**VANCOUVER BC: July 16th, 2020 – EMPOWER CLINICS INC.** (CSE: CBDT) (Frankfurt 8EC) (OTCQB: EPWCF) ("**Empower**" or the "**Company**"), a life sciences company, is pleased to announce the closing of its non-brokered private placement of an aggregate of 14,417,334 units of the Company (each, a "**Unit**") at a price of \$0.05 per Unit for gross proceeds of \$720,866.00 (the "**Offering**").

The proceeds of the Offering are expected to be used by the Company for general working capital and corporate purposes and to support the launch of its previously announced psychedelics division Dosed Wellness Ltd. [www.dosedwellness.com](http://www.dosedwellness.com)

The Company also continues to see strong demand for COVID-19 testing supported by an expansion to five-day per week testing schedule in Phoenix, AZ clinics. In addition, Sun Valley Health has added ten (10) new hires and (4) internal management promotions in the past 30 days to manage the increased volumes of patients, that are anticipated to reach record levels in July 2020.

"Our clinic team continue to provide exemplary support and care for patients, in a safe and compassionate manner", said Steven McAuley, Chairman & CEO. "Successfully accessing the capital markets to support growth allows the Company to advance its ongoing plan of providing diversified health & wellness services and positioning us to become a long-term market leader."

Each Unit is comprised of one Share and one Warrant, with each Warrant exercisable into one Warrant Share at an exercise price of \$0.12 per Warrant Share for a period of two years following the Closing.

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.

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**ABOUT EMPOWER**

Empower is a vertically integrated health & wellness company with a network of corporate and franchised health & wellness clinics in the U.S. The Company is focused on helping patients improve and protect their health, through innovative physician recommended treatment options. The Company has launched Dosed Wellness Ltd. to connect its significant data, to the potential of the efficacy of alternative treatment options related to hemp-derived cannabidiol (CBD) therapies, psilocybin and other psychedelic plant-based treatment options.

**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  
CEO  
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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

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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.