

**51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Empower Clinics Inc. (the “Company”)  
505-1771 Robson Street  
Vancouver, BC V6G 1C9

**Item 2 Date of Material Change**

December 23<sup>rd</sup>, 2021

**Item 3 News Release**

The news release, dated December 23, 2021, was disseminated through Accesswire.

**Item 4 Summary of Material Change**

EMPOWER CLINICS HIRES CHIEF FINANCIAL OFFICER WITH NASDAQ HEALTHCARE EXPERIENCE  
Empower Clinics Inc. an integrated healthcare company - serving patients through medical centers, telemedicine platforms, a medical device company, and a high complexity medical diagnostics laboratory, announced today that Jennifer Archibald has been appointed Chief Financial Officer (“CFO”) of Empower.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

A full description of the material change is provided in Item 4 above and in the attached news releases which is 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**

December 23, 2021

## **EMPOWER CLINICS HIRES CHIEF FINANCIAL OFFICER WITH NASDAQ HEALTHCARE EXPERIENCE**

*Jennifer Archibald Brings More Than Two Decades of Financial Leadership Experience*

**VANCOUVER, BC:** December 23, 2021 – **EMPOWER CLINICS INC. (CSE:CBDT)(Frankfurt:8EC)(OTCQB:EPWCF)** (“Empower” or the “Company”) an integrated healthcare company – serving patients through medical centers, telemedicine platforms, a medical device company, and a high complexity medical diagnostics laboratory, announced today that Jennifer Archibald has been appointed Chief Financial Officer (“CFO”) of Empower.

Jennifer Archibald joins Empower Clinics’ executive team at a critical time as the Company prepares to enter a phase of hyper-growth and sets its sights on future uplisting. She is a seasoned senior executive with a demonstrated history of working with complex international public and private companies in the healthcare industry and beyond. She brings a breadth of experience in areas such as strategic planning, managing public companies in compliance with securities regulations for Canadian, US and other international exchanges, raising capital, business development, mergers and acquisitions, financial reporting, tax, forecasting, budgeting, internal controls, IT, HR and corporate governance.

Jennifer has led high performing teams across a broad range of industries. As CFO of Cardiome Pharma Corp. (“Cardiome”), a Vancouver-based, Nasdaq and TSX listed pharmaceutical company with global operations, she was instrumental in completing and integrating a strategic acquisition of a European specialty pharma company in addition to completing multiple corporate partnerships, equity and debt financings totaling more than \$250M. Prior to Cardiome, Jennifer managed the accounting operations of The Jim Pattison Group, a diversified holding company with revenues in excess of \$12.5B and was a corporate auditor with KPMG. She is a Chartered Professional Accountant (CPA, CA) with a Bachelor of Commerce from The University of British Columbia, Canada.

“Finding a top-notch finance leader to join as CFO has been a high priority for Empower Clinics as we focus on strengthening our executive team with competencies to grow the business at scale,” said Steven McAuley, Chairman and CEO of Empower. “Her past experiences with Cardiome and The Jim Pattison Group are a great fit for Empower’s integrated healthcare and public market vision. Jennifer’s broad and branded experience is a perfect match to repeat – and even exceed - what she has successfully done previously for high growth Canadian healthcare companies. I also want to thank Kyle Appleby for his dedicated service as CFO.”

“The integrated healthcare solutions that the team at Empower Clinics is building is critical to North America’s healthcare,” said Jennifer Archibald, CFO of Empower. “I see tremendous opportunity in this organization and am incredibly excited to help lead this important next phase of growth for another emerging Vancouver-based healthcare company.”

The Company also announced it has granted stock options to officers, employees and consultants to purchase up to a total of 700,000 common shares, exercisable at prices ranging from \$0.24 to \$0.37 cents per share. The majority of the stock options are exercisable for five years until 2026.

This press release is available on the Empower Clinics Verified Forum on AGORACOM for shareholder discussion, questions and engagement with management <https://agoracom.com/ir/EmpowerClinics>

**ABOUT EMPOWER:**

Empower is an integrated healthcare company that provides body and mind wellness for patients through its clinics, with digital and telemedicine care, a medical device company and world-class medical diagnostics laboratories. Supported by an experienced leadership team, Empower is aggressively growing its clinical and digital presence across North America. 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.

**ON BEHALF OF THE BOARD OF DIRECTORS:**

Steven McAuley  
Chief Executive Officer

CONTACTS:

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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 plans with respect to the*

*offering of other Empower services and products at the Mississauga clinic; and the number, timing and location of anticipated future TMC clinic openings. Such forward-looking statements 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 be unable to enter into definitive agreements, or close transactions with respect to, proposed future clinic openings; that due diligence with respect to anticipated clinic openings and acquisitions may not be satisfactory to the Company; risks related to delays in permitting or construction; risks related to supply chains and access to labour; 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; that the Company will be able to commence and/or complete build-outs and tenants improvements for new clinics; general business, economic, competitive, political and social uncertainties; 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 on the terms or in the time expected, or at all, 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 securities laws.*