

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

February 2nd, 2022

Item 3 News Release

The news release, dated February 2nd, 2022, was disseminated through Accesswire.

Item 4 Summary of Material Change

EMPOWER CLINICS ADDS INAUGURAL BRITISH COLUMBIA MEDICAL DIRECTOR

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 - the Company is excited to announce Dr. Tyler Coupal, MD (“Dr. Coupal”) as its British Columbia Medical Director effective February 1, 2022. The Company intends for Dr. Coupal to lead the launch of COVID-19 testing services within the province.

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

February 2, 2022

EMPOWER CLINICS ADDS INAUGURAL BRITISH COLUMBIA MEDICAL DIRECTOR

Additional Talent Enables the Company to Pursue COVID-19 Testing Accreditation within the Province of British Columbia

VANCOUVER, BC: February 2, 2022 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 – the Company is excited to announce Dr. Tyler Coupal, MD ("**Dr. Coupal**") as its British Columbia Medical Director effective February 1, 2022. The Company intends for Dr. Coupal to lead the launch of COVID-19 testing services within the province.

The College of Physicians and Surgeons of British Columbia ("**CPSBC**") requires all facilities to be recognized under its Diagnostic Accreditation Program ("**DAP**"). A medical director who is a registered physician with the CPSBC is required to oversee all specimen collection procedures, transportation, and laboratory processing as part of the DAP. The Company is submitting the first of many DAP applications this week under the guidance of Dr. Coupal. Upon recognition of DAP accreditation, the Company will be in the position to offer COVID-19 testing in British Columbia.

Dr. Coupal is a registered physician with the CPSBC and a specialist fellow of the Royal College of Physicians and Surgeons of Canada and the American Board of Radiology. Prior to beginning clinical practice, he completed his medical internship and residency at the University of British Columbia's Royal Columbian and Vancouver General Hospitals, respectively. Dr. Coupal subsequently completed his clinical fellowship at Harvard University's Massachusetts General Hospital before returning to Vancouver for his practice. With a diverse background in both clinical and research healthcare settings, Dr. Coupal brings a robust skillset to Empower.

"I would like to extend a warm welcome to Dr. Coupal, as a respected physician who brings a breadth of invaluable practical healthcare experience to the Empower corporate team," said Steven McAuley, Chairman and CEO of Empower. "Our team's goal is to help reopen local economies, especially hard-hit industries in tourism and hospitality. DAP certification will allow us to capitalize on the pressing demand for more COVID-19 testing within Empower's home province."

"It is an honour and privilege to be a part of British Columbia's pathway to reopening, and to be developing such critical programs to help the hospitality and tourism industries return to the province safely," said Dr. Coupal. "This will ultimately touch the lives of many British Columbian's both directly and indirectly, and we look forward to the opportunity to be healthcare leaders in this space".

The Company hopes to expand the supply of available COVID-19 testing, both PCR and Rapid Antigen, within the province through approved sites. Recognition as a DAP accredited facility opens further opportunities for Empower to partner with industries – including tourism, cruise and large hotels – seeking convenient and reliable COVID-19 testing. Empower is actively engaged with BC-based businesses of all sizes on their COVID testing needs. Its subsidiary Medisure awaits approval from Health Canada for an interim approval order to manufacture and sell MediSure Canada Lateral Flow Rapid coronavirus (COVID-19) Antigen Tests.

The Company announces that it has granted, effective January 20, 2022 , an aggregate of 200,000 stock options (each, an "**Option**") to certain contractors of the Company in accordance with the Company's stock option plan. Each Option is exercisable into one common share in the capital of the Company (each, a "**Share**") at a price of \$0.295 per Share, being the closing price of the Shares on the Canadian Securities Exchange on the date of grant and the trading date before the date of grant for a period of five years from the date of grant. The Shares will be subject to a hold period of four months commencing on the date of grant of the Options.

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: that the Company will expand COVID-19 testing in the Province of B.C.; that its subsidiary will successfully attain Health Canada approval for a rapid antigen test. 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.