

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 10th, 2022

Item 3 News Release

The news release, dated February 10th, 2022, was disseminated through Accesswire.

Item 4 Summary of Material Change

EMPOWER CLINICS SIGNS PARTNERSHIP WITH ONE OF NORTH AMERICA’S LARGEST TERMINAL OPERATORS TO PROVIDE COVID TESTING SERVICES

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 – has signed a Memorandum of Understanding (“MOU”) for healthcare services, COVID-19 testing and logistics management with Ceres Terminals Canada. (“CERES”), the operator of the cruise ship terminal at Canada Place.

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 10, 2022

EMPOWER CLINICS SIGNS PARTNERSHIP WITH ONE OF NORTH AMERICA'S LARGEST TERMINAL OPERATORS TO PROVIDE COVID TESTING SERVICES

Partnership with CERES Terminals Canada Supporting the safe return of the cruise ship industry to Vancouver with more than 1,200,000 passengers anticipated for 2022

VANCOUVER, BC: February 10, 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 – has signed a Memorandum of Understanding ("MOU") for healthcare services, COVID-19 testing and logistics management with Ceres Terminals Canada. ("CERES"), the operator of the cruise ship terminal at Canada Place.

Under the terms of the MOU, Empower and Ceres will design, implement, and maintain a cruise re-start program that provides COVID-19 testing services and response for the Canada Place cruise ship guests for the 2022 cruise season.

"Today marks a critical milestone in British Columbia's economic recovery, where the tourism sector that is so dependent on the cruise industry has been hardest hit by the pandemic over the last two years. With Port of Vancouver saying every ship generates nearly \$3,000,000 in direct economic activity¹ for Vancouver alone, Empower is proud to be playing such a critical role in their return" said Steven McAuley, Chairman and CEO of Empower. "For our shareholders, this is a major inflection point for your Company from both a financial and industry validation point of view. This agreement is the culmination of intensive discussions and planning over the last 14 months, which was solidified by all of the strategic corporate, product and personnel developments during this time. This partnership serves as a template for Empower to actively support the safe return of the cruise industry throughout most North American ports."

CERES PROCESSES 6,000,000+ CRUISE PASSENGERS PER YEAR

Ceres is the largest, fastest growing cruise terminal operator and stevedore in North America, handling the world's premier cruise ship and processing over six million passengers per year through cruise terminals they manage and operate.

In 2006, Ceres expanded its Canadian operations to become the terminal operator for the Alaska cruise run at Canada Place in Vancouver BC, Canada. During the 2019 cruise ship season, Ceres handled almost 1.1 million passengers and 300 vessels at the cruise terminal.

SERVICES TO BE PROVIDED BY EMPOWER CLINICS

Empower Clinics will provide testing and logistics management for cruise lines exclusively out of Vancouver, for an estimated 1.2 million travelers per season. In 2019, Destination BC stated that the cruise travel generated \$2.7 billion for the B.C. economy and provided more than 17,000 good-paying jobs.²In addition to testing, Empower and Ceres will work together on a comprehensive COVID-19 response for identified positive cases and passenger health screening.

¹ <https://www.portvancouver.com/news-and-media/news/2019-expected-to-bring-a-record-number-of-cruise-passengers-to-vancouver/>

² <https://www.destinationbc.ca/news/comment-as-cruise-ships-are-allowed-to-return-its-full-steam-ahead/#:~:text=In%202019%2C%20cruise%20travel%20generated,just%20Vancouver%20and%20Victoria%20alone.>

Today's announcement by Empower and Ceres is the latest in Empower's ongoing work to expand the supply of available COVID-19 testing, both PCR and Rapid Antigen, across British Columbia through approved sites. 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 Order (IO) approval to manufacture and sell MediSure Canada Lateral Flow Rapid coronavirus (COVID-19) Rapid Antigen Tests.

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.

ABOUT CERES TERMINALS CANADA:

Ceres Terminals Canada is part of the Ceres group - North America's Premier Terminal Operator and Stevedore with over 60 years of high-quality experience. During the 2019 cruise ship season, Ceres handled almost 1.1 million passengers and 300 vessels at the cruise terminal. Ceres provides terminal management services for the Canada Place Cruise Ship Terminal. This includes managing stevedoring, ground transportation, security, screening, janitorial, and other day to day operations. By demonstrating a strong commitment to providing world-class passenger services and facilities for the Alaska cruise market, Ceres and its skilled labor force continues to receive high satisfaction ratings from Cruise Lines and passengers for guest experience and terminal services.

ON BEHALF OF THE BOARD OF DIRECTORS:

Steven McAuley
Chief Executive Officer

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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 will successfully launch testing programs with Ceres for cruise ship programs in Vancouver in 2022; that the completion of the MOU will successfully lead to a definitive agreement; that forecast passenger volumes will exceed 1,200,000 passengers in the 2022 season. 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.