

**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 22<sup>nd</sup>, 2022

**Item 3 News Release**

The news release, dated February 22<sup>nd</sup>, 2022, was disseminated through Accesswire.

**Item 4 Summary of Material Change**

**EMPOWER CLINICS ANNOUNCES APPOINTMENT OF NASDAQ HEALTHCARE EXECUTIVE TO ITS BOARD OF DIRECTORS**

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 – today announced the appointment of Anthony Tomasello to the Corporate Board, effective immediately.

**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 22, 2022

## **EMPOWER CLINICS ANNOUNCES APPOINTMENT OF NASDAQ HEALTHCARE EXECUTIVE TO ITS BOARD OF DIRECTORS**

*Anthony Tomasello brings more than 30 years of healthcare, technology, public markets and commercialization experience to support growth of Empower Clinics*

**VANCOUVER, BC:** February 22, 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 – today announced the appointment of Anthony Tomasello to the Corporate Board, effective immediately.

Mr. Tomasello is Managing Director and Partner of iNetworks Opportunity Fund II Advisors, LLC – a private equity General Partner and investment firm active since 1999 in the healthcare, life sciences and information technology sectors. Previously, he had served as Executive Vice President and Chief Technical Officer of Stericycle, Inc., a publicly traded company on the NASDAQ exchange (SRCL). Stericycle specializes in regulated services to the healthcare community. Mr. Tomasello joined Stericycle in its infancy as a venture capital start-up funded with \$200,000 of seed capital. He subsequently led the effort of developing and commercializing its intellectual property and operations, both domestically and internationally. During the time that he spent as a member of the executive officer team, he was instrumental in Stericycle's growth to its position at his retirement as the world's leader in its field with approximately \$1.5 billion in sales and an enterprise value of more than \$9 Billion and more than 10,000 full time employees.

Immediately prior to Stericycle, Mr. Tomasello founded, grew, and then subsequently sold a specialist consulting engineering firm. He is the holder of multiple domestic and international patents. Mr. Tomasello is a graduate of the University of Pittsburgh in Mechanical Engineering. He has public and private Company and non-profit Board of Directors experience, in addition to his recent tenure as the longest-serving member of the Merrill Lynch/Bank of America Advisory Board. Currently, as its chairman, and largest individual shareholder, he guides the strategic activities of Novian Health, an FDA and EU-approved breast tumor therapy company. As an investor and advisor, he supports the development of Propel IT, Inc., a predictive data analytics company within the logistics space; he is a board member of Infrastructure Resources; Vizsafe and Digital Dream Labs, all iNetworks portfolio companies. and he is a past member of the Board of Directors of a joint venture with the University of Utah to commercialize technologies issuing from the University staff.

Mr. Tomasello is a retired Trustee and Finance Committee member of the Pittsburgh Symphony Orchestra, past Director and Finance Committee Chair of Community in Schools, and a Founding Supporter of Man-Up Pittsburgh, a faith-based outreach initiative. He and his wife Jan reside in Sewickley Heights, Pennsylvania, and are active in children's charities and the arts, including Pittsburgh Children's Hospital, the McGuire Memorial Foundation, Pittsburgh Symphony Orchestra and the Pittsburgh Public Theater.

"We're proud and honoured to welcome Anthony to the Empower Clinics team," said Steven McAuley, Chairman and CEO of Empower. "His invaluable insight, track record and leadership in leading public healthcare companies will be a tremendous asset to support our ambitious growth plans. His addition to our team reflects my continued commitment to recruit world class talent who have excelled in growing healthcare businesses within major public companies."

"Empower Clinics has laid the foundation to be a powerhouse in integrated healthcare," said Anthony Tomasello. "I'm deeply impressed with their focus on integrating the partnerships with pharmacies and the businesses of medical clinics, diagnostic laboratory services and medical devices that make up Empower for the benefit of patients. This unique combination of solutions could redefine access to integrated healthcare across North America. I look forward to contributing to Empower's ongoing success and growth."

Board members of Empower Clinics play a pivotal role in overseeing its strategic plan and governance, while also supporting its vision, purpose, values and strategic growth priorities.

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:**

### Media:

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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 include*

*statements regarding: 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.*