

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

March 4th, 2022

Item 3 News Release

The news release, dated February 4th, 2022, was disseminated through Accesswire.

Item 4 Summary of Material Change

EMPOWER CLINICS COMPLETES SALE OF SUN VALLEY HEALTH

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 completed the 100% sale of Sun Valley Health Holdings, LLC and all subsidiaries thereof (together "Sun Valley Health").

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

March 4, 2022

EMPOWER CLINICS COMPLETES SALE OF SUN VALLEY HEALTH

The Company Signed a Definitive Agreement for the 100% Sale of Sun Valley Health and Its Subsidiaries

VANCOUVER, BC: March 4, 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 completed the 100% sale of Sun Valley Health Holdings, LLC and all subsidiaries thereof (together "**Sun Valley Health**").

Empower and Andrea Klein and Dustin Klein (the "Klein's") have completed a definitive agreement for the sale of 100% of Sun Valley Health from Empower to the Klein's in exchange for a value of 1,000,000 common shares of Empower based on a 10-day volume weighted average price (VWAP) of \$0.24 CAD per share.

"The sale of Sun Valley Health, positions Empower to fully focus on our developing integrated healthcare vision," said Steven McAuley, Chairman and CEO of Empower. "Our strategy is to cultivate a vast integrated healthcare network that leverages partnerships to provide patients with convenient, high-quality integrated healthcare services, products, and testing solutions. Fully divesting from these assets is a huge step forward, it opens doors to engage a breadth of new partners including banking, audit and insurance."

Following this transaction, Empower continues to focus on the growth of The Medi-Collective, MediSure and Kai Medical Laboratory. These divisions encompass initiatives that include national medical center expansions, distribution of high-quality healthcare products, testing solutions that support the cruise line industry, and healthcare research and development.

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, and the closing of the sale of Sun Valley Health. 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; 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.