

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

March 25, 2022

Item 3 News Release

The news release dated March 28, 2022, was disseminated through Accesswire.

Item 4 Summary of Material Change

On March 28, 2022, the Company announced the closing of a private placement of unsecured convertible debenture units (each a “**Unit**”) at a price of \$1,000 per Unit for aggregate gross proceeds of \$2,100,000 (the “**Financing**”).

Each Unit consisted of one 6.0% senior unsecured convertible debenture of the Company having a principal amount of \$1,000 (each, a “**Debenture**”) and 5,000 common share purchase warrants, each of which is exercisable into one common share in the capital of the Company (each, a “**Share**”) at a price of \$0.30 per share until March 25, 2024. The Debentures will bear interest at the rate of 6.0% per annum and mature on March 25, 2024. The principal amount of each Debenture shall be convertible, for no additional consideration, into Shares at the option of the holder at any time prior to the maturity date at a conversion price of \$0.20 per Share, subject to customary adjustments.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company intends to use the net proceeds raised under the Financing to advance its growth plans, and for working capital purposes and general administrative expenses.

In connection with the Financing, the Company paid cash fees of \$197,000 and issued a finder 210,000 Shares and 1,890,000 warrants, each of which is exercisable into one Share at a price of \$0.30 per Share until March 25, 2024.

All securities issued pursuant to the Financing are subject to a hold period of four months and one day under applicable Canadian securities laws.

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

April 4, 2022