

**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**

August 2, 2022

**Item 3 News Release**

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

**Item 4 Summary of Material Change**

EMPOWER CLINICS ANNOUNCES CEASE TRADE ORDER TO BE ISSUED BY BC SECURITIES COMMISSION  
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 – announces that it will be issued a cease trade order (“CTO”) by the British Columbia Securities Commission (“BCSC”) by virtue of not filing the following periodic disclosure documents (“Annual Filings”) by the filing deadline of July 29, 2022.

- the audited annual financial statements of the Company for the year ended December 31, 2021;
- the management’s discussion and analysis of the Company for the year ended December 31, 2021; and
- certificates of each of the Chief Executive Officer and the interim Chief Financial Officer relating to the audited annual financial statements.

**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**

August 2, 2022

## **EMPOWER CLINICS ANNOUNCES CEASE TRADE ORDER TO BE ISSUED BY BC SECURITIES COMMISSION**

### **VANCOUVER, B.C.: AUGUST 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 – announces that it will be issued a cease trade order ("CTO") by the British Columbia Securities Commission ("BCSC") by virtue of not filing the following periodic disclosure documents ("Annual Filings") by the filing deadline of July 29, 2022.

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The cause of the delay was due primarily to recent changes in Company's management and additional time required by the auditor to complete the remaining audit procedures. Although the audit continues to progress, it has taken longer to complete than anticipated. Notwithstanding the delay, the Company continues to operate normally without disruption and is working diligently and expeditiously with its auditors to complete the Annual Filings as soon as possible.

Once issued, the CTO prohibits all trading of the Company's shares until all filing requirements are completed. A copy of the CTO will be posted on the BCSC website once issued. Revocation of the CTO is expected to occur within a few days after the Annual Filings are completed.

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. 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.*