

**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**

November 9<sup>th</sup>, 2022

**Item 3 News Release**

The news release, dated November 9<sup>th</sup>, 2022 was disseminated through Accesswire.

**Item 4 Summary of Material Change**

Empower Clinics Inc. announced today that Correctional Service of Canada (CSC) has awarded a three-year contract to MediSure Canada to provide diabetes testing solutions to inmates in federal prisons.

**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: 1-855-855-9058

**Item 9 Date of Report**

November 9<sup>th</sup>, 2022

## **Empower Clinics Subsidiary Awarded Three Year Contract with Correctional Service of Canada**

### ***MediSure Canada to provide testing supplies to federally incarcerated diabetic population***

**VANCOUVER, B.C.: November 9, 2022 – EMPOWER CLINICS INC (CSE:EPW)(OTC:EPWCF) (“Empower Clinics” 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 – announced today that Correctional Service of Canada (CSC) has awarded a three year contract to MediSure Canada to provide diabetes testing solutions to inmates in federal prisons.

The Correctional Service of Canada (CSC) is the federal government agency responsible for administering sentences of a term of two years or more, as imposed by the courts. CSC is responsible for managing institutions of various security levels and supervising offenders under conditional release in the community.

The multi-year contract is worth an approximate total of \$1.5MM CAD. This is the third time that MediSure Canada has won the CSC contract as part of a public Request for Proposal (RFP) tendering process.

“MediSure Canada continues to perform, delivering results in both sales and launching innovative products”, said Steven McAuley, Chairman and CEO of Empower Clinics. “It’s an impressive feat when a client as prominent as the Government of Canada is a happy repeat customer of our diabetes testing solutions. This sales endorsement bodes well for our revenue generation efforts into other federal or provincial government agencies in Canada. Governments know that diabetes is one of the most common chronic diseases affecting people living in Canada”.

“I am proud of the team at MediSure for their hard work to win this contract with an agency of Government of Canada, especially given that it is our third consecutive win with this same client,” stated Mario Cortis, President of MediSure Canada Inc. “Building a government customer base with trust and loyalty towards the MediSure brand is a top priority. We know repeat customers tend to spend more, are more likely to try our new products, refer new government clients and overall help to improve our profitability over time.”

#### **About MediSure:**

MediSure Canada is a wholly owned subsidiary of Empower Clinics. It is a Canadian medical device company dedicated to bringing value to the high cost of diabetes, both to patients and insurers. Medisure also has developed and launched new Health Canada approved at-home testing products sold and distributed online and through its network of pharmacies. MediSure’s products are designed and manufactured with safety and durability in mind, meeting all ISO standards with world-class quality controls. Equipped with features that lead the industry in technology, MediSure’s products are designed to offer a user-friendly experience and an overall improved approach to diabetes management.

**About Empower**

Empower is an integrated healthcare company that provides body and mind wellness for patients through its clinics, with digital and telemedicine care, 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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	Business Development & Communications	CEO
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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. 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, and include statements regarding the Company's ability to positively impact the integrated health of its patients while simultaneously providing long term value for shareholders. 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 statements are only projections, 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's products may not work as expected; that the Company may not be able to maintain or expand its current COVID-19 testing; 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 general business, economic, competitive, political and social uncertainties; failure to obtain any necessary approvals in connection with any proposed transactions; 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 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 laws.*