

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

December 14, 2022

Item 3 News Release

The news release, dated December 14, 2022 was disseminated through Accesswire.

Item 4 Summary of Material Change

Empower Clinics Inc. announces that on December 13, 2022, it completed a non-brokered private placement of units (each a “**Unit**”) at a price of \$0.05 per Unit, for aggregate gross proceeds of \$842,500 (the “**Financing**”). In connection with the Financing, the Company issued 16,850,000 Units, comprised of (i) 14,850,000 Units issued as settlement of \$742,500 in outstanding debt and (ii) 2,000,000 Units issued for cash proceeds of \$100,000

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

December 14, 2022

Empower Clinics Announces Closing of Private Placement, Resignation of Auditor and Resignation of MediSure Canada Inc. President

VANCOUVER BC: December 14, 2022 – EMPOWER CLINICS INC. (CSE:EPW)(OTCQB:EPWCF) (“**Empower**” or the “**Company**”) today announces that on December 13, 2022, it completed a non-brokered private placement of units (each a “**Unit**”) at a price of \$0.05 per Unit, for aggregate gross proceeds of \$842,500 (the “**Financing**”). In connection with the Financing, the Company issued 16,850,000 Units, comprised of (i) 14,850,000 Units issued as settlement of \$742,500 in outstanding debt and (ii) 2,000,000 Units issued for cash proceeds of \$100,000.

Each Unit consists of one common share in the capital of the Company (each, a “**Share**”) and one Share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable into one Share at \$0.075 per share until two years from closing.

The Units are subject to a four-months and one-day hold period under applicable securities laws.

The proceeds of the Financing are expected to be used for working capital purposes and general administrative expenses.

The Company also announces that, effective December 13, 2022, MNP, LLP has resigned as auditor of the Company and a replacement auditor will be named in the near future.

The Company also announces a leadership transition at MediSure Canada Inc. Mario Cortis, President of MediSure Canada Inc., has resigned and the Company will soon announce an interim leader as part of this transition as well as recruitment for a permanent President. Empower would like to thank Mr. Cortis for his contributions and wish him well for his future endeavours.

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. Its 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 expected use of proceeds of the Financing and the expected timing of an interim and permanent replacement President of MediSure Canada Inc. 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 Financing may not be completed on the terms expected or at all, 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 securities laws.