

**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**

January 24, 2023

**Item 3 News Release**

The news release, dated January 24, 2023 was disseminated through Accesswire.

**Item 4 Summary of Material Change**

Empower Clinics Inc. announced that Medi+Sure Canada Inc. (“**MediSure**”) next generation diabetes testing solutions - MediSure Empower Test Strips - have been approved to be part of the formularies of four government jurisdictions, departments and programs, namely: Alberta, Quebec, Veterans Affairs Canada, and Non-Insured Health Benefits for First Nations and Inuit.

**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**

January 24, 2023

## **Empower Clinics subsidiary receives Approvals for Government Reimbursement from Four Government Administrations**

### ***MediSure's diabetes test strips fully approved for inclusion in government formularies in Alberta, Quebec, Veteran Affairs Canada and for Non-insured health benefits for First Nations and Inuit***

**VANCOUVER, B.C.: January 24, 2023 – EMPOWER CLINICS INC (CSE:EPW) (OTCQB:EPWCF) ("Empower" or the "Company")** an integrated healthcare company - serving patients through medical centers, a medical device company and a high complexity medical diagnostics laboratory – announced that Medi+Sure Canada Inc. ("**MediSure**") next generation diabetes testing solutions - MediSure Empower Test Strips - have been approved to be part of the formularies of four government jurisdictions, departments and programs, namely: Alberta, Quebec, Veterans Affairs Canada, and Non-Insured Health Benefits for First Nations and Inuit.

Used everyday by thousands of Canadians managing diabetes and requiring regular blood-sugar testing, MediSure's blood glucose test strips are reimbursed through these respective government drug benefit programs. A formulary is defined as a list of medicines covered as benefits for eligible beneficiaries, as determined by the individual drug plan. The purpose of a drug formulary is to help manage which drugs care providers can prescribe and that would be covered by a health plan. The goal of a medical formulary is to make sure that the drugs or products covered by a health plan are safe, effective, and available at a reasonable cost.

Each jurisdiction has its own unique set of programs, eligibility criteria, and cost-sharing structures. In Canada, provincial governments are responsible for administering public drug benefits plans. These plans have certain eligibility criteria and specific policies related to drug coverage and reimbursement. Each provincial program is independent, so access to medications, as well as devices and supplies, varies greatly across the country. Health plan formularies are typically created by a committee set up by the plan's health insurance government or private company. The formulary committee would likely include pharmacists and doctors from various medical areas. This committee would then choose which prescription drugs and products to include on the health plan formulary.

"The inclusion of MediSure's next generation diabetes test strips in these four formularies is a reflection of the quality, efficacy and safety of our product development expertise," stated Steven McAuley, Chairman and CEO of Empower Clinics "This approval process can take months, and even years, and I am proud of the entire team at MediSure for achieving this important milestone with quality and speed. I'm confident that we will be announcing inclusion into additional provincial and private formularies shortly. These approvals have a direct, immediate, and positive impact on revenues for MediSure and the sale of our next generation diabetes test strips."

MediSure has been engaging the governments of Ontario, British Columbia, Manitoba, Saskatchewan, Nova Scotia, Prince Edward Island and New Brunswick for similar inclusion to provincial formularies. Empower anticipates the approvals for inclusion in these formularies to take place soon. Earlier generations of MediSure test strips were successfully included in formularies across Canada.

The Company also announces the amendment of the terms of 8,317,500 warrants that were previously issued in a private placement that closed on January 6, 2022. Effective as of Tuesday, January 24, 2023, the warrants will be amended to reduce the exercise price from \$0.30 to \$0.075 per share and to extend the expiry date from January 6, 2024 to January 24, 2025.

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 with multi-disciplinary clinics, an at-home medical testing device company and state-of-the-art medical diagnostics laboratories. With a growing presence in the U.S. and Canada. Empower is a leader in integrated healthcare and diagnostics solutions and is reshaping the model for patient-first wellness.

## **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 likelihood or ability for the Company to secure new approvals in formularies of provinces including Ontario, British Columbia, Manitoba, Saskatchewan, Nova Scotia, Prince Edward Island and New Brunswick. 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 not be able to obtain adequate financing to pursue its business plan; 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.*