

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

May 9, 2023

Item 3 News Release

The news release, dated May 9, 2023 was disseminated through Accesswire.

Item 4 Summary of Material Change

Empower Clinics Provides Corporate Update

VANCOUVER, B.C.: May 9, 2023 – EMPOWER CLINICS INC (CSE:EPW) (PINK:EPWCF) ("Empower" or the "Company") an integrated healthcare company with a developing research and clinical trials divisions announces various corporate updates.

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

May 9, 2023

Empower Clinics Provides Corporate Update

VANCOUVER, B.C.: May 9, 2023 – EMPOWER CLINICS INC (CSE:EPW) (PINK:EPWCF) ("Empower" or the "Company") an integrated healthcare company with a developing research and clinical trials divisions announces various corporate updates.

RESEARCH AND CLINICAL TRIALS

The Company announced on April 17, 2023 that its subsidiary EPW Curesearch LLC ("EPWC") has signed an agreement to develop a program for Pharmaceutical Research and Clinical Trials Services (the "Services") with an established specialist medical group based in Dallas, TX (the "Medical Group"), and EPWC has completed a Research Services Agreement ("Research Agreement") with a leading physician and researcher who will act as the Principal Investigator (the "PI") supporting the provision of the Services of the first site in Dallas, TX.

Since then, the Company has signed three additional Research Agreements with PI's bringing the total to four, paving the way to bring on multiple research and clinical trial agreements from sponsors and CRO's.

The Company continues to interview and source additional PI candidates in other states including Florida and California.

STRATEGIC ADVISORY

On March 21, 2023 the Company announced that it has commenced a process to explore and evaluate strategic options to enhance and preserve shareholder value with the engagement of Haywood Securities Inc. ("Haywood") as the Company's strategic financial advisor.

To date, Haywood and the Company have put forth a number of possible initiatives, created a due diligence data room, and have updated investment material to be used in conjunction with opportunity analysis. Together, the Company and Haywood have determined key opportunities exist with Medi+Sure Canada Inc. and The Medi Collective Corp.

The Company has not set a timetable for completion of this process and does not expect to disclose developments with respect to this process unless and until the evaluation of strategic alternatives has been completed or the Company's Board of Directors has concluded disclosure is appropriate or legally required.

MEDI+SURE CANADA INC

The Medi+Sure Canada Inc. business unit continues to operate with a reduced workforce to control costs while processing customer requests and accelerating efforts on account receivable collections. Certain products are currently on back order pending new inventory purchases, and the result of the strategic advisory review.

KAI MEDICAL LABORATORY

Kai Medical Laboratory LLC ("Kai") has ceased operations at its facility in Dallas, TX. Kai has also filed a Chapter 7 bankruptcy filing in the United States Bankruptcy Court Northern District of Texas. A Stay of creditors is effective immediately and an orderly liquidation process will be managed by a court appointed trustee.

The Company also announces that it entered into debt settlement agreements with creditors on May 5th, 2023 for the settlement of debt in the aggregate amount of \$90,000 CAD, which was settled through the issuance of an aggregate of 6,000,000 common shares in the capital of the Company (each, a "Share") at a deemed issue price of \$0.015 per Share considered (the "Debt Settlement").

All Shares issued pursuant to the debt settlement have been issued with no hold period with prior written consent of the Canadian Securities Exchange. None of the Shares will be registered under the United States Securities Act of 1933, as amended, and none may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Company also announces that it today issued an aggregate of 10,000,000 common shares in the capital of Empower (the "**Shares**") at a price of \$0.05 per Share as discretionary special bonuses issued to two employees. The Shares are subject to a four-months and one-day hold

period under applicable securities laws.

The issuance of the Shares is a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The transaction is exempt from the formal valuation and the minority shareholder approval requirement of MI 61-101 since neither the fair market value of the transaction nor the fair market value of the consideration for the transaction exceeds 25% of the Company's market capitalization.

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>

To get enhanced access to investor information about Empower Clinics, please visit [the download page](#) to get your Empower Clinics Investor Experience Wallet Pass today.

ABOUT EMPOWER:

Empower is an integrated healthcare company with multi-disciplinary clinics, a Canadian medical device company and has launched its first clinical research site becoming a Site Management Organization (SMO) in Dallas, TX. Empower is a leader in integrated healthcare and research 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 Company's intention to create and operate a Dallas-based SMO, with plans to evolve into multiple SMO's; the parties' intentions that the Dallas-based SMO will work with industry, patients, community doctors and researchers in North America and globally to provide clinical trial management services; the parties' intentions to identify new cities to operate additional SMOs in 2023. 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 parties will be able

to negotiate and enter into the Definitive Agreement on mutually agreeable terms; that legal and financial due diligence will be completed to the satisfaction of the parties; that all necessary third party approvals will be obtained. 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.

