

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 30, 2023

Item 3 News Release

The news release, dated November 30, 2023 was disseminated through EIN Newswire and SEDAR

Item 4 Summary of Material Change

EMPOWER CLINICS SIGNS MULTI-YEAR CLINICAL TRIAL CONTRACT WITH TOP 10 GLOBAL PHARMACEUTICAL COMPANY AND GENERATES FIRST REVENUES AS PATIENT RECRUITMENT COMMENCES

Multi-Year Contract With Top 10 Global Pharma Company Officially Launches Empower Clinics Pivot Into Global Pharmaceutical Clinical Trials. Multiple Active Trial Applications Anticipated Leading To Additional Big Pharma Due Diligence, Site Visits And Awards.

VANCOUVER, B.C. – November 30, 2023 – Empower Clinics Inc. (CSE: EPW OTC PINK: EPWCF) ("Empower" or the "Company") a prominent integrated healthcare company with a burgeoning focus on research and clinical trials for major pharmaceutical firms, is proud to announce a pivotal advancement. EPW Curesearch LLC ("EPWC"), a division of Empower, has executed a multi-year agreement with a top 10 global pharmaceutical company ("T10GPC"). This collaboration will concentrate on conducting critical clinical trials in the field of Chronic Obstructive Pulmonary Disease ("COPD Trials") and has already resulted in generating initial revenues for the following key contract terms:

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: 1-604-789-2146

Item 9 Date of Report

November 30, 2023

EMPOWER CLINICS SIGNS MULTI-YEAR CLINICAL TRIAL CONTRACT WITH TOP 10 GLOBAL PHARMACEUTICAL COMPANY AND GENERATES FIRST REVENUES AS PATIENT RECRUITMENT COMMENCES

Multi-Year Contract With Top 10 Global Pharma Company Officially Launches Empower Clinics Pivot Into Global Pharmaceutical Clinical Trials. Multiple Active Trial Applications Anticipated Leading To Additional Big Pharma Due Diligence, Site Visits And Awards.

VANCOUVER, B.C. – November 30, 2023 – Empower Clinics Inc. (**CSE: EPW OTC PINK: EPWCF**) ("**Empower**" or the "**Company**") a prominent integrated healthcare company with a burgeoning focus on research and clinical trials for major pharmaceutical firms, is proud to announce a pivotal advancement. EPW Curesearch LLC ("EPWC"), a division of Empower, has executed a multi-year agreement with a top 10 global pharmaceutical company ("T10GPC"). This collaboration will concentrate on conducting critical clinical trials in the field of Chronic Obstructive Pulmonary Disease ("COPD Trials") and has already resulted in generating initial revenues for the following key contract terms:

- € Up Front Administration Fees
 - Start Up Costs
 - Processing And General Administrative Fees,
 - Site Set Up Costs

- € Operational Training Fees For Site Staff
- € Pre-Screening & Recruitment Fees
- € Pharmacy Set Up Fee

These fees signify the commencement of the clinical and commercial relationship between Empower and the T10GPC.

LANDMARK CONTRACT MARKS EMPOWER CLINICS ENTRY INTO GLOBAL PHARMACEUTICAL RESEARCH AND DEVELOPMENT

Steven McAuley, Chairman & CEO of Empower Clinics Inc. stated "This contract with one of the world's leading pharmaceutical companies is a major milestone that marks Empower's successful pivot from regional clinics to clinical trials on a global scale on behalf of all our shareholders. Suffice it to say this was a task of epic proportions that would not have been possible without our incredible team at EPW Curesearch - but now that we have arrived and have become a known entity in this massive global clinical trials market, we anticipate further such successes in the near future on our way to building a trusted and significant site management organisation."

This landmark contract positions Empower Clinics at the forefront of respiratory health research, marking a pivotal moment in the company's expansion into pharmaceutical research and

development. The agreement entails comprehensive clinical trials aimed at investigating new treatments for COPD, a progressive lung disease affecting millions worldwide and significantly impacting their quality of life.

CLINICAL TRIAL PATIENT ENROLLMENT METRICS AND ECONOMICS

The contract involves Phase III human trials, which will be meticulously conducted under the guidance of leading medical experts and researchers. Empower Clinics' state-of-the-art facilities and experienced team are well-equipped to undertake this significant research, ensuring the highest standards of scientific inquiry and patient safety.

This COPD trial is being led by one of our senior and most experienced principal investigators (PI)'s. Together, the Company, our PI and the T10GPC have established preliminary patient recruitment targets of 20-35 patients sourced mainly from the current roster of patients. The recruitment window is anticipated to remain open through mid 2024 with possible extensions allowed, and each patient's involvement lasting fifty-two (52) weeks plus an additional twenty (20) weeks of follow up.

The T10GPC has put no limits on the maximum allowable patients for our site for the trial, which enables EPWC to recruit additional patients from outside sources such as other medical centers, hospitals and social recruitment channels including Facebook, Instagram, Twitter and other marketing methods.

Total fees under this COPD Trial agreement are expected to be on the upper end of initial expectations. Overall, the contract terms will allow the Company to bring important new revenue and cash flow.

Empower Clinics' advances into COPD research through this contract is expected to have a substantial impact on the company's growth and presence in the global healthcare market. It also reinforces the company's position as a leader in healthcare innovation and clinical research, further cementing its reputation as a company dedicated to improving patient care and outcomes.

EMPOWER CLINICS COMMITMENT TO CRITICAL HEALTHCARE AND IMPROVING PATIENT OUTCOMES

The collaboration with a top-tier global pharmaceutical entity underscores Empower Clinics' commitment to advancing medical research and providing cutting-edge healthcare solutions. The COPD study is expected to provide valuable insights into the treatment and management of the disease, potentially leading to breakthroughs in patient care.

Empower Clinics Inc., through its division EPW Curesearch LLC, has been consistently making strides in healthcare innovation. This new venture into COPD research highlights the company's dedication to addressing critical healthcare challenges and improving patient outcomes. COPD, characterized by increasing breathlessness, is a leading cause of morbidity and mortality worldwide, and the need for effective treatments has never been more urgent.

Steven McAuley added "Partnering with one of the world's leading pharmaceutical companies for COPD research is not just an achievement for Empower Clinics but a beacon of hope for the millions of COPD patients globally whose lives could be dramatically improved through our research. We are fully committed to this cause, and our team is motivated by the potential to

make a real difference in the world of respiratory healthcare”

As the clinical trials progress, Empower Clinics Inc. remains devoted to maintaining transparency and providing regular updates to stakeholders and the public. The company is confident that the outcomes of this research will contribute significantly to the body of knowledge in COPD treatment and set new benchmarks in respiratory healthcare.

Empower Clinics Inc. extends its gratitude to its partners, stakeholders, and dedicated team for their unwavering support and contributions towards making this project a reality. The company looks forward to a future where the findings from these clinical trials can be translated into effective treatments for COPD, improving the lives of patients around the globe.

For more information about Empower Clinics Inc., its divisions, and ongoing projects, please visit www.empowerclinics.com.

ABOUT EMPOWER

Empower is a patient-focused healthcare company operating with the goal of positively impacting lives and future healthcare outcomes through clinical trials. The Company has launched two clinical research sites becoming a Site Management Organization (SMO) with six principal investigators (PI) with multiple clinical trials under application. Empower has announced its intention to create a proposed spinout with a focus on healthcare AI to support identification, recruitment, and onboarding of clinical trial patients.

ON BEHALF OF THE BOARD OF DIRECTORS:

Steven McAuley
Chief Executive Officer

CONTACTS:

Media:
Steven McAuley CEO
s.mcauley@empowerclinics.com

+1 604-789-2146

Investors:
Tamara Mason
Business Development & Communications
t.mason@empowerclinics.com

+1 416-671-5617

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 will be able to reach patient recruitment targets within the recruitment window if at all; that the Company will successfully recruit additional patients from other medical centers of other marketing channels including social media campaigns. 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.