

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

April 29, 2024

Item 3 News Release

The news release, dated April 29, 2024 was disseminated through EIN Presswire.

Item 4 Summary of Material Change

VANCOUVER, B.C.: APRIL 29, 2024 – EMPOWER CLINICS INC (CSE:EPW) (PINK:EPWCF) ("Empower" or the "Company") an integrated healthcare company with a developing research and clinical trials division announces it has published a shareholder question and answer video series to address a variety of topics based on submissions from various shareholders.

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

April 29, 2024

VANCOUVER, B.C.: APRIL 29, 2024 – EMPOWER CLINICS INC (CSE:EPW) (PINK:EPWCF) ("Empower" or the "Company") an integrated healthcare company with a developing research and clinical trials division announces it has published a shareholder question and answer video series to address a variety of topics based on submissions from various shareholders.

The video series includes five segments that are posted to the Empower Clinics Inc. YouTube Channel located at <https://www.youtube.com/@empowerclinics3008> and the company website <https://empowerclinics.com/category/video/>.

A German written translation of the Q&A videos is available on the Company website.

Steven McAuley, Chairman & CEO of Empower commented, "Interacting with shareholders and followers has been a strength of our company, something I have always enjoyed doing. In recent weeks we were unable to openly communicate as the Special Revocation application was being reviewed by B.C. Securities Commission. Now that the application is approved, we are comfortable providing regular communication starting with the Q&A series."

SPECIAL REVOCATION ORDER AND PRIVATE PLACEMENT

As previously announced on April 2nd, 2024, the Company received approval for a special revocation order from BC Securities Commission that permits the Company to complete a private placement offering of up to \$976,000 CAD. The main use of proceeds is to enable the Company to reactivate accounting and audit work to complete outstanding financial filings and resume trading in the future. Allocations for working capital for growth and business development is also permitted.

The Company has now updated various corporate documents to support the private placement and subscription agreements are available for circulation.

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 Clinics as an integrated healthcare company is developing into a leading provider of clinical trials and research solutions in the U.S. With deep experience in health clinic management, Empower has established itself as a Site Management Organization (SMO) with active operations in large markets including Los Angeles, CA, Dallas, TX and Houston, TX. EPW Curesearch LLC partners with leading pharmaceutical brands and top medical specialists facilitating phase II & phase III interventional drug clinical trials in key therapeutic areas.

ON BEHALF OF THE BOARD OF DIRECTORS:

Steven McAuley
Chief Executive Officer

CONTACTS:

Steven McAuley CEO
s.mcauley@empowerclinics.com

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 size of the Financing, the expected use of proceeds of the Financing, and expected insider participation in the Financing. 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.