

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

EuroLife Brands Inc. (the “Company” or “EuroLife”)
804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

May 15, 2020.

Item 3: News Release

A news release was issued and disseminated on May 15, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that has entered into a partner agreement (the “Agreement”) with Empower Clinics Inc. (“Empower”), as further detailed in Item 5 below.

Item 5: Full Description of Material Change

The Company announced that further to the letter of intent announced on February 25, 2020 it has signed the Agreement with Empower (CSE: CBDT) (OTC: EPWCF) (Frankfurt 8EC) a vertically integrated and growth-oriented CBD life sciences company. The Agreement grants Empower an exclusive license to EuroLife’s “Canvas.me” cloud based online educational platform in certain international jurisdictions. Empower will use the web-based education technology platform to deliver brand, product, and industry knowledge to employees and over 165,000 patients across Empower’s six corporate clinics in Arizona, Oregon, its first franchise in Oklahoma and nationwide tele-health platform. The EuroLife platform will also serve a growing network of nationwide retailers in the United States.

Under the terms of the Agreement, Empower has been granted an exclusive license of the Canvas.me platform in the United States and Mexico with an option to expand to other jurisdictions. The Agreement includes a three-year term with a three-year renewable option. An annual licensing fee will be paid over the life of the proposed agreement, consisting of a mixture of cash and stock totaling \$460,000 of top line revenue for EuroLife over the course of the next 3 years.

Canvas.me is a consumer education portal launched in 2018 for medical and recreational cannabis consumers. Through many discussions with industry stakeholders the management team discovered there was significant demand for a cloud-based education portal for licensed producers, retail dispensaries and other large to mid-sized companies in the cannabis sector. Executing on a renewed B2B technology model EuroLife recently delivered a redesigned budtender education portal for Aphria Inc. (see February 4, 2020 news release), the global cannabis leader with an unrelenting commitment to people, product quality and innovation. The portal allows Aphria to ensure retail employees across Canada are well-versed in Aphria’s line-up of adult-use brands and enabled with information to provide superior customer service.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

EuroLifeBrands.com
Contact: ir@eurolifebrands.com

Item 9: Date of Report

June 2, 2020.