Form 51-102F3

Material Change Report

Item 1 **Reporting Issuer:**
Empower Technologies Corporation (the "Company")
P.O. Box 62038
Vancouver, BC V6J 1Z1

Item 2 **Date of Material Change**
May 2, 2016

Item 3 **News Release**
The company disseminated a press release on May 2, 2016

Item 4 **Summary of Material Change**
Empower Technologies^{TM} announces Management Cease Trade Order.

Item 5 **Full Description of Material Change**
See press release on May 2, 2016

Item 6 **Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable

Item 7 **Omitted Information**
None

Item 8 **Executive Officer**
The following senior officer for the Issuer is knowledgeable about the material change and may be contacted the Commission at the address and telephone number below:

Paul Leung, Chairman, President & CEO
604.278.3100

Item 9 **Date of Report**
May 2, 2016

Tel: 1.604.278.3100 | Fax: 1.604.278.3102 | Email: info@empowertechnologies.com

FOR IMMEDIATE RELEASE

Empower Technologies™ Management Cease Trade Order

May 2, 2016 – Richmond, British Columbia, Canada – Empower Technologies Corporation (TSX.V: EPT) ("Empower") , because of delays in completing its audited financial statements to December 31, 2015, the Company has applied for, and has been granted, a Management Cease Trade Order by the British Columbia Securities Commission. Because of the delays, the Company will file its annual audited financial statements, management's discussion and analysis, and CEO and CFO certificates (collectively, the "2015 Annual Audited Financial Statements") after the filing deadline of May 2, 2016 as prescribed by National Instrument 51- 102 – Continuous Disclosure Obligations ("NI 51-102"). The audit is about to commence and the Company anticipates the filing of the 2015 Annual Audited Financial Statements on or before June 28, 2016. The Company confirms that there are no insolvency proceedings against it as at the date of this news release. The Company further confirms that there is no other material information concerning the affairs of the Company that has not been generally disclosed as at the date hereof.

Until the Company completes the filing of the 2015 Annual Audited Financial Statements, the Company will comply with the alternative information guidelines set out in National Policy 12-203 – Cease Trade Orders for Continuous Disclosure Defaults for issuers who have failed to comply with a specified continuous disclosure requirement within the times prescribed by applicable securities laws. The guidelines, among other things, require the Company to issue bi-weekly default status reports by way of a news release so long as the 2015 Annual Audited Financial Statements have not been filed.

During the deficiency of the management cease trade order, the general investing public will continue to be able to trade in the Company's listed common shares, however, the Company's Chief Executive Officer, Chief Financial Officer and such other directors, officers and persons as determined by the applicable regulatory authorities, will not be able to trade the Company's shares.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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This news release includes certain "forward-looking information" within the meaning of Canadian securities legislation. Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "forecast", "expect", "potential", "project", "target", "schedule", budget" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding the expected benefits of the acquisition of AIC are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are based on a number of material factors and assumptions. Important factors that could cause actual results to differ materially from Empower's expectations include actual sales results, availability of capital and financing on acceptable terms, general economic, market or business conditions, uninsured risks, regulatory changes, delays or inability to receive required approvals, and other risks detailed herein and from time to time in the filings made by Empower with *securities regulators. Although Empower has attempted to identify important factors that could cause actual actions, events or results to differ from those described in forward-looking statements, there may be other factors that cause such actions, events or results to differ materially from those anticipated. There can be no assurance that forward-looking statements will prove to be accurate and accordingly readers are cautioned not to place undue reliance on forward-looking statements which speak only as of the date of this news release. Empower disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

About Empower Technologies™

Founded in 2000, Empower Technologies Corporation (TSX.V: EPT) is the holding company for Empower Technologies, Inc. and its subsidiary Empower Technologies (Canada) Inc. and AIC Global Communications Inc. Empower Technologies and its subsidiaries have transformed from an embedded technology group of companies to a full-fledged revenue producing enterprise through its subsidiaries. Empower Technologies as a group caters to communication, VoIP service, TV and media, IT, security and surveillance, military, automotive and transportation, healthcare, industrial control and consumer electronics industries. For more information, please visit www.empowertechnologies.com.

Empower Technologies group of companies' brands are "AIC", "LEOs®", Linux-based embedded operating systems, "BullsEye", Real-Time Video Stabilizer, "PowerPlay™", smart consumer electronics.

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Paul Leung

Paul Leung
Chairman, President and CEO

Empower Technologies Corporation

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