

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Empower Clinics Inc. (the "Company")
1771 Robson Street, Suite 505
Vancouver, British Columbia, V6G 1C9

Item 2. Date of Material Change

The date of the material change is July 3, 2024.

Item 3. News Release

A news release with respect to the material change was disseminated through EIN Newswire on July 3, 2024.

Item 4. Summary of Material Change

VANCOUVER, B.C., July 3, 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 the resignations of Directors Andrejs Bunkse and Alexis Wukich effective immediately.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Empower Clinics Announces Resignation of Two Directors Effective Immediately

VANCOUVER, B.C., July 3, 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 the resignations of Directors Andrejs Bunkse and Alexis Wukich effective immediately.

"We are deeply saddened to make this announcement," McAuley stated. "I extend my heartfelt thanks to Mr. Bunkse and Ms. Wukich for their unwavering support over the past few years. Through both good times and challenging periods, they consistently demonstrated professionalism and integrity. I wish them the very best in their future endeavors."

AGORACOM for shareholder discussion, questions, and engagement with management
<https://agoracom.com/ir/EmpowerClinics>

ABOUT EMPOWER CLINICS

Empower Clinics Inc. is a healthcare company evolving into a leading provider of clinical trials and research solutions in the U.S. With extensive 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 and phase III interventional drug trials in key therapeutic areas.

ON BEHALF OF THE BOARD OF DIRECTORS:

Steven
Chief Executive Officer

McAuley

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 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.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Steven McAuley
Chief Executive Officer
Telephone: (604) 789-2146

Item 9. Date of Report

July 3, 2024