

**51-102F3**  
**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**

September 3, 2021

**Item 3 News Release**

The news release, dated September 3, 2021, was disseminated through Accesswire.

**Item 4 Summary of Material Change**

EMPOWER CLINICS RESPONDS TO HEALTH CANADA CLASSIFICATION  
Empower Clinics Inc. an integrated healthcare company - serving patients through medical centers, telemedicine platforms and a high complexity medical diagnostics laboratory processing thousands of COVID-19 specimens – is temporarily pausing the sale of its Kai Care At-Home Covid 19 & Influenza A/B Test Kits (“Kai Care Test”) in Canada while the Company responds to a review requested by Health Canada. The review is focused on assigning the most appropriate medical device class for Kai Care Test

**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: (604) 789-2146

**Item 9 Date of Report**

September 3, 2021

## **EMPOWER CLINICS RESPONDS TO HEALTH CANADA CLASSIFICATION**

**VANCOUVER BC: September 3, 2021 – EMPOWER CLINICS INC. (CBDT: CSE) (8EC: Frankfurt) (EPWCF: OTCQB) (“Empower” or the “Company”)** an integrated healthcare company - serving patients through medical centers, telemedicine platforms and a high complexity medical diagnostics laboratory processing thousands of COVID-19 specimens – is temporarily pausing the sale of its Kai Care At-Home Covid 19 & Influenza A/B Test Kits (“Kai Care Test”) in Canada while the Company responds to a review requested by Health Canada. The review is focused on assigning the most appropriate medical device class for Kai Care Test.

While the Kai Care Test, through the medical device manufacturer DNA Genotek Inc., have a Device Class I authorization, a class IV authorization may be required going forward.

The Kai Care Test was authorized for sale in Canada under a Device Class I designation through its Medical Device Establishment Licence (MDEL) Licence Number 16005 on March 1<sup>st</sup>, 2021. The Company is temporarily ceasing distribution in Canada until the Health Canada review can be completed, and a determination is made on which Medical Device Class authorization is required.

During this time, Kai Care tests will still be available unimpeded for sale and distribution in the U.S. market. The product remains fully authorized in the U.S. market and continues to be safely used by thousands. The Company is working diligently with Health Canada to resolve the matter in an expedient manner.

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>

### **ABOUT EMPOWER:**

Empower is an integrated healthcare company that provides body and mind wellness for patients through its clinics, with digital and telemedicine care, and world-class medical diagnostics laboratories. Supported by an experienced leadership team, Empower is aggressively growing its clinical and digital presence across North America. Our Health & Wellness and Diagnostics & Technology business units are positioned to positively impact the integrated health of our patients, while simultaneously providing long term value for our shareholders.

### **ON BEHALF OF THE BOARD OF DIRECTORS:**

Steven McAuley  
Chief Executive Officer

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, but are not limited to, statements regarding: the expected benefits to the Company and its shareholders as a result of the acquisition of Kai Medical Laboratory; the transaction terms; the expected number of clinics and patients following the closing; the future potential success of Kai Medical Laboratory, Sun Valley's franchise model; launch of new healthcare centers and the occurrence thereof; that the Company can bring healthcare to millions of Canadians; that new healthcare services can be added and that the Company will be positioned to be a market-leading service provider for complex patient requirements in 2020 and beyond. Such statements are only projections, 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 Kai Medical Laboratory will successfully win any US Government RFP; that the MedX Health pilot program will be successful; that Empower will place the MedX Health teledermatology product in health centers in North America; that the Company's products may not work as expected; that the Company may not be able to expand COVID-19 testing; that legislative changes may have an adverse effect on the Company's business and product development; that the Company may not be able to obtain adequate financing to pursue its business plan; that the Company will be able to commence and/or complete build-outs and tenants improvements for Canadian clinics or Kai Medical Laboratory expansion in 2Q 2021; that the Health Canada review will result in the current device licence status will remain at class I; that the Company will be able to meet the requirements of a higher device class with Health Canada; that general business, economic, competitive, political and social uncertainties; failure to obtain any necessary approvals in connection with the proposed transaction; 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 laws.*