

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 8, 2021

Item 3 News Release

The news release, dated September 8, 2021, was disseminated through Accesswire.

Item 4 Summary of Material Change

EMPOWER CLINICS OPENS FIRST OF MANY “TMC” CLINICS IN CANADA
Empower Clinics Inc. an integrated healthcare company - serving patients through medical centers, telemedicine platforms, a medical device company, and a high complexity medical diagnostics laboratory processing thousands of COVID-19 specimens – is pleased to announce the official opening of The Medi-Collective (“TMC”) inaugural medical clinic in Hamilton, Ontario.

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 8, 2021

EMPOWER CLINICS OPENS FIRST OF MANY "TMC" CLINICS IN CANADA

The Medi-Collective Clinic is Now Accepting New Patients & Walk-Ins in Hamilton, Ontario

VANCOUVER BC: September 8, 2021 – EMPOWER CLINICS INC. (CBDT: CSE) (SEC: Frankfurt) (EPWCF: OTCQB) ("Empower" or the "Company") an integrated healthcare company - serving patients through medical centers, telemedicine platforms, a medical device company, and a high complexity medical diagnostics laboratory processing thousands of COVID-19 specimens – is pleased to announce the official opening of The Medi-Collective ("TMC") inaugural medical clinic in Hamilton, Ontario.

"This is getting exciting, we are onto something special, The Medi-Collective, it's a launch!" said Steven McAuley, Chairman and CEO of Empower Clinics. "This is important, it opens more access for patients, it launches catalysts that we have talked about, allows us to kickstart the growth potential of TMC and Empower, just like I said we would do."

Dr. Jordan Rabinowitz, and Dr. Aviv Tsimerman added, "This location is a step in our strategic expansion of truly integrative care, based on patient-centric services. We are thrilled to be able to provide such comprehensive care to the Hamilton community. We are modernizing healthcare by having a team of professionals working together under one roof for the benefit of the patient."

As of today, the Hamilton, ON clinic is accepting new patients and walk-in appointments.

The Medi-Collective Hamilton Clinic

Address: 675 Rymal Rd E., Hamilton, ON L8W 1B5

Phone: 905-848-2441

Email: 675Rymal@themedicollective.com

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:

Investors:

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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 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.