

**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 23, 2021

**Item 3 News Release**

The news release, dated September 23, 2021, was disseminated through Accesswire.

**Item 4 Summary of Material Change**

Empower Clinics Launches Its Next "The Medi-Collective" Clinic. Expands Pipeline Of Clinics To 33 locations including Alberta, British Columbia And New Brunswick.

**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 23, 2021

## **Empower Clinics Launches Its Next “The Medi-Collective” Clinic. Expands Pipeline Of Clinics To 33 locations including Alberta, British Columbia And New Brunswick.**

*Empower Officially Enters National Clinic Rollout Phase Under The Medi Collective Brand*

**VANCOUVER BC: September 23, 2021 – EMPOWER CLINICS INC. (CBDT:CSE) (EPWCF:OTCQB) (SEC:Frankfurt)** (“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 COVID-19 specimens and developing a variety of direct to consumer testing protocols, is pleased to announce the expansion of its national clinic rollout strategy with the expected grand opening of “The Medi-Collective” (“TMC”) clinic in Etobicoke, Ontario on October 18<sup>th</sup>, 2021.

Furthermore, Empower is pleased to provide shareholders with an update on the progress of its Canadian nationwide clinic expansion strategy, which now includes a pipeline of 33 clinic locations at various stages of development, including our first clinic locations outside of Ontario.

### **SAVE THE DATE - SHAREHOLDERS INVITED TO OCTOBER 18TH GRAND OPENING CEREMONY IN ETOBICOKE, ONTARIO**

[On September 8th](#) Empower announced the official opening of its inaugural TMC medical clinic in Hamilton, Ontario. On October 18th Empower shareholders are invited to the grand opening and ribbon cutting ceremony of our new TMC clinic at 440 Brown's Line, Etobicoke, ON M8W 3T9, which will include CEO Steven McAuley, Dr. Jordan Rabinowitz and Dr. Aviv Tsimerman, as well as VIP guests from the financial, medical, and political sectors.

Guests will have an opportunity to experience the 2,600 square foot clinic and meet the medical staff firsthand, to truly visualize the TMC model for expansion across Canada - all while enjoying great food, TMC swag, photo opportunities and conversations with Company management.

“I could not be more excited for our company and shareholders to see our investment in Brownsline and the City of Etobicoke come together and be fully open to serve patients.” said Steven McAuley, Chairman & CEO Of Empower Clinics. “We are all living through challenging times, yet I have watched our outstanding team members be optimistic, persevere and never waiver from our goals. We are a collective, we care about our patients, the communities we serve, our shareholders, and we look forward to many more grand openings.”

### **CLINIC PIPELINE UPDATED TO INCLUDE 33 LOCATIONS AND SPANNING 4 PROVINCES THANKS TO GREATER THAN EXPECTED DEMAND FROM DOCTORS AND PHARMACY PARTNERS. OPENINGS PROJECTED EVERY 3 WEEKS THROUGH THE END OF 2021 AND INTO Q1 2022**

The Company is pleased to advise shareholders that our pipeline of clinics continues to expand rapidly, even more than anticipated, thanks to greater than expected interest from doctors and pharmacy partners who want to be involved with The Medi-Collective brand. This now extends beyond Ontario and into the provinces of:

- Alberta

- British Columbia
- New Brunswick

The status of our clinic pipeline in Canada can be summarized as follows:

• OPERATING	3
• IN DEVELOPMENT & CONSTRUCTION	9
• IN DUE DILIGENCE	21
<b>TOTAL</b>	<b>33</b>

Advanced discussions continue for additional locations nationwide, as the Company gains momentum on its Canadian roll out strategy.

“Our decision to align with pharmacy brands both national and independent across Canada is proving to be so beneficial. Together we support patients and people in the communities we serve. Together, we bring greater access to care, providing advanced specialist services under one roof, both in-clinic and through telemedicine and virtual care.” Empowers Chairman & CEO Steven McAuley further states, “We are leveraging our R&D and product divisions to ensure people everywhere have more control over their personal healthcare outcomes. Wellness matters, it matters to me, it matters to our team members, it matters to our shareholders, it matters to our partners, it matters to the patients and communities we serve.”

## **HEALTH CARE SERVICES TO BE DELIVERED AND ANTICIPATED REVENUES**

Empower, through The Medi Collective division, is opening primary care and para-medical healthcare services in its clinics.

Primary care services include:

- Family physicians
- Walk-in physicians
- Tele-medicine and virtual care

The Company anticipates it could generate \$400,000 - \$600,000 in annual revenue per MD, per location, which equates to a revenue range between \$1,600,000 - \$2,400,000 annually per location.

Paramedical services include:

- Chiropractic
- Physiotherapy
- Registered Massage Therapy
- Chiropody
- Acupuncturists
- Osteopaths
- Nutritionists

The Company anticipates it could generate \$960,000 - \$1,200,000 in annual revenue per location with Paramedical services

When locations are fully operational, Empower anticipates it could generate \$2,560,000 - 3,600,000 in annual revenue per location on a weighted average fully operational basis.

### **ADDITIONAL HEALTH CARE SERVICES EXPECTED TO BE ADDED**

Given the anticipated rapid expansion and penetration of Empower and The Medi Collective brand into the Canadian market, the Company intends to continue adding valuable specialized medical services to strengthen the quality of healthcare at each location that can include:

- Tele-Dermatology

On March 10th Empower and MedX Health Corporation (TSX-V: MDX) announced an MOU to pilot MedX's tele-dermatology screening platform at two select Empower Clinics locations in Ontario, with plans for a broader market roll-out pending the completion of a successful pilot.

- Cardiology

Empower continues to have ongoing discussions with a variety of cardiology specialists and is reviewing cardiology product opportunities that the MediSure brand could bring to market.

The Company believes these additional services hold the potential to add significant value to the operations of each healthcare centre.

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, a medical device company and a world-class medical diagnostics laboratory. 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 Air Canada will successfully refer travelers to Kai Care; that the Company can complete due diligence on new medical clinic locations; that the Company can bring in specialized services such as dermatology and cardiology; 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; 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.*