

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

October 14, 2021

Item 3 News Release

The news release, dated October 14, 2021, was disseminated through Accesswire.

Item 4 Summary of Material Change

EMPOWER CLINICS SUBSIDIARY SELECTED TO PROVIDE DIABETES MANAGEMENT SOLUTIONS FOR BRITISH COLUMBIA’S FIRST NATIONS COMMUNITIES

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 COVID-19 specimens and developing a variety of direct to consumer testing protocols– is excited to announce that via a competitive process, we have been awarded a contract with the British Columbia First Nations Health Authority (FNHA) to provide diabetic testing products for communities supported by the FNHA.

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

October 14, 2021

EMPOWER CLINICS SUBSIDIARY SELECTED TO PROVIDE DIABETES MANAGEMENT SOLUTIONS FOR BRITISH COLUMBIA'S FIRST NATIONS COMMUNITIES

Medisure Canada Signs Contract to Distribute Testing Products Across BC's First Nations Communities

VANCOUVER BC: October 14, 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 excited to announce that via a competitive process, we have been awarded a contract with the British Columbia First Nations Health Authority (FNHA) to provide diabetic testing products for communities supported by the FNHA.

Under the contract, MediSure Canada – a wholly owned subsidiary of Empower Clinics - will supply the FNHA with its proprietary MediSure Multi-User Glucose Meter, Test Strips, and Control Solution for the FNHA effective Sept. 1, 2021, to Aug. 31, 2023.

Diabetes Canada cites the rate of First Nations with diabetes living on reserve at 17 per cent and 12 per cent for those residing off reserve. This is compared to only five per cent among the general population. Through collaboration with the FNHA's community delivery program, MediSure is fulfilling its mission of providing affordable, high-quality diabetic management products to all Canadians. In conjunction with other contracts, MediSure is forging ahead on its path to become the preferred Canadian supplier of diabetic management devices.

“As a British Columbian, I’m honoured to enter into this contract with the FNHA and assist with their communities’ diabetic needs,” said Steven McAuley, Chairman and CEO of Empower Clinics. “Both the FNHA and Empower are striving to push the boundaries of healthcare through partnerships and delivery options that provide accessible high quality healthcare services for better patient outcomes. This is one of many contracts we are working to secure with MediSure’s industry-leading and cost-effective medical devices.”

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 FIRST NATIONS HEALTH AUTHORITY

The FNHA is the health and wellness partner to over 200 diverse First Nations communities and citizens across BC. The FNHA is also a champion of culturally safe practices throughout the broader health care system. Taking a leadership role, the FNHA actively works with its health partners to embed cultural safety and humility into health service delivery and improve health outcomes for First Nations people.

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 tele dermatology 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.