

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 18, 2021

Item 3 News Release

The news release, dated October 18, 2021, was disseminated through Accesswire.

Item 4 Summary of Material Change

EMPOWER CLINICS OPENS NEXT THE MEDI-COLLECTIVE CLINIC IN ONTARIO

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 grand opening of its NEXT "The Medi-Collective" ("TMC") clinic in Etobicoke, Ontario. As of today, the clinic is fully operational and accepting new patients and walk-in appointments.

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 18, 2021

EMPOWER CLINICS OPENS NEXT THE MEDI-COLLECTIVE CLINIC IN ONTARIO

The Company Also Provides an Update on Its 33 Clinic Pipeline and the Next Opening

VANCOUVER BC: October 18th, 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, a medical device company and a high complexity medical diagnostics laboratory processing thousands of COVID-19 specimens – is pleased to announce the grand opening of its NEXT "The Medi-Collective" ("TMC") clinic in Etobicoke, Ontario. As of today, the clinic is fully operational and accepting new patients and walk-in appointments.

The Opening Marks TMC's Second of Its Six Target Clinic Openings Before the End of 2021

The 2,600 square foot facility will connect Etobicoke residents with four family doctors, two specialists offering nephrology and internal medicine services, and a full-service Rexall Pharmacy. The additional staff brings TMC's medical professional team to over two dozen experienced physicians. The Etobicoke Brown's Line location will also offer paramedical services such as physiotherapy, chiropractor, registered massage therapy, custom bracing orthotics and Medx Teledermatology. For this location, the Company anticipates a revenue range between \$2,560,000 - 3,600,000 annually. TMC is actively working to grow its in-house specialty services to meet other in-demand healthcare needs through its existing telemedicine capacities.

"I'm proud of the Empower team who has forged ahead to provide Canadians with cutting edge integrated healthcare that provides family medicine, pharmaceutical and specialty healthcare services under one roof," said Empower CEO Steven McAuley. "Working with national and local pharmacy partners is proving to be a successful endeavour for both our patients and shareholders. I'm confident in our national expansion strategy and optimistic for the future as we continue to execute against our medium and long-term growth plans."

"This grand opening is yet another manifestation of the integrated service offerings we have been working to build over the last year and a half," added Dr. Jordan Rabinowitz and Dr. Aviv Tsimerman. "The Medi-Collective clinic approach revolutionizes the patient experience by delivering comprehensive healthcare for better patient outcomes. We could not be more excited for the openings planned in the coming weeks and other TMC projects on the go."

TMC Clinic Pipeline Includes 33 Locations With The Next Opening Scheduled for November 1st in Mississauga, Ontario

The Company is pleased to advise shareholders that our pipeline of clinics continues to progress. TMC remains on track to expand beyond Ontario and into Alberta, British Columbia and New Brunswick in the coming months. The Company is also delighted to announce it continues to project a new opening every three weeks through the end of 2021 and into Q1 2022, with its next opening scheduled for November 1st in Mississauga, Ontario.

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

- Operational - 4
- In development & Construction - 8
- In due diligence - 21

TOTAL - 33

Advanced discussions continue for additional locations across various provinces.

The Medi-Collective Etobicoke Clinic:

Address: 440 Brown's Line Etobicoke, ON M8W 3T9

Email: 440Brownsline@themedicollective.com

Phone: 416-640-2659

ABOUT THE MEDI-COLLECTIVE:

The Medi-Collective (TMC) is a multi-disciplinary group of medical practitioners dedicated to applying a collaborative working model with the goal of delivering effective community healthcare and positive wellness. Our practice starts and ends with the people who make up our community. From our top-quality practitioners striving for excellence every day, to each and every client we care for. Together, we're all healthy. We believe that effective healthcare is as much a mental approach as a physical one. By bringing together the power of positive attitudes with the most advanced medical methodologies we create the best possible opportunity to produce the best possible outcomes for everyone involved, physically and mentally.

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 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:

Steven McAuley CEO

s.mcauley@empowerclinics.com

604-789-2146

Investors:

Tamara Mason

Business Development & Communications t.mason@empowerclinics.com

416-671-5617

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.