

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

November 1st, 2021

Item 3 News Release

The news release, dated November 1, 2021, was disseminated through Accesswire.

Item 4 Summary of Material Change

Empower Clinics Opens Next The Medi-Collective Clinic in Mississauga

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 – is pleased to announce the opening of its next The Medi-Collective (“TMC”) clinic in Mississauga, 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

November 1, 2021

Empower Clinics Opens Next *The Medi-Collective* Clinic in Mississauga

The Satellite Clinic Will Offer Family Medicine, Internal Medicine and Pharmacy Services

VANCOUVER BC: November 1, 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 – is pleased to announce the opening of its next The Medi-Collective (“TMC”) clinic in Mississauga, Ontario.

The satellite location, which is co-located in a private pharmacy, will connect patients with two family medicine doctors and one internal medicine specialist, and will provide community members with convenient access to a diverse set of pharmacy services and medical practitioners. The Company also plans to offer other Empower Clinics services and products such as Kai Care specimen collection devices and MediSure diabetic management solutions to existing and incoming patients. As of today, the clinic is fully operational and accepting new patients and walk-in appointments.

“I’m so proud of our team for executing according to our national expansion goals and opening another clinic this quarter,” said Stevn McAuley, Chairman and CEO of Empower. “TMC’s clinics bring to life our integrated healthcare vision wherein people can receive family medicine, specialist, and pharmaceutical services under one roof.”

“We’re thrilled to bring the TMC brand to the community of Mississauga,” added Dr. Jordan Rabinowitz and Dr. Aviv Tsimerman. “Our goal remains focused on making truly integrative healthcare a reality for Canadians, and we look forward to opening more clinics in the coming months.”

TMC Clinic Growth Continues With Five Operating Clinic Locations

- Operational - 5
- In Development & Construction - 7
- Acquisition - 8

The Company currently has five operational TMC clinics with additional openings scheduled before the end of Q4 2021 and through the 2022 fiscal year. Advanced discussions continue for additional locations across various provinces, including but not limited to Alberta, British Columbia and New Brunswick.

TMC Mississauga Clinic:

Address: 796 Burnhamthorpe Rd W Mississauga, ON L5C 2R9

Email: 796Burnhamthorpe@themedicollective.com

Phone: 905-272-4770

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 THE MEDI-COLLECTIVE:

The Medi-Collective (TMC), a wholly owned subsidiary of Empower Clinics, 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:

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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 statements regarding: the Company's plans with respect to the offering of other Empower services and products at the Mississauga clinic; and the number, timing and location of anticipated future TMC clinic openings. Such forward-looking statements 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 the Company may be unable to enter into definitive agreements, or close transactions with respect to, proposed future clinic openings; that due diligence with respect to anticipated clinic openings and acquisitions may not be satisfactory to the Company; risks related to delays in permitting or construction; risks related to supply chains and access to labour; 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 new clinics; general business, economic, competitive, political and social uncertainties; 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 on the terms or in the time expected, or at all, 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 securities laws.