

**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 8<sup>th</sup>, 2021

**Item 3 News Release**

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

**Item 4 Summary of Material Change**

Empower Clinics Kai Medical Laboratory Becomes Approved Vaccine Provider

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 Kai Medical Laboratory ("Kai Labs") commences its first COVID-19 vaccine drive-through service in Dallas, Texas and is leveraging its CARES Act funding status to generate new revenues offering vaccination services in the State of Texas.

**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 8, 2021

## **EMPOWER CLINICS KAI MEDICAL LABORATORY BECOMES APPROVED VACCINE PROVIDER**

*Kai Medical Laboratory is Approved to Administer the Pfizer and Janssen Vaccines and Opens COVID-19 Vaccine Drive-Through*

**VANCOUVER, B.C.** November 8, 2021 – **EMPOWER CLINICS INC.**

**(CSE:CBDT)(Frankfurt:8EC)(OTCQB:EPWCF)** ("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 Kai Medical Laboratory ("**Kai Labs**") commences its first COVID-19 vaccine drive-through service in Dallas, Texas and is leveraging its CARES Act funding status to generate new revenues offering vaccination services in the State of Texas.

On Monday November 8, 2021, Kai Labs offers appointment and drop-in drive-through vaccinations at its recently expanded facilities. This new service offering comes less than two weeks after Kai Labs received approval as a COVID-19 Pandemic Provider from the Texas Department of State Health Services (DSHS) and the United States Department of Health and Human Services (HHS). Kai Labs staff offer both Pfizer-BioNTech and Janssen COVID-19 vaccines.

As part of its government provider approval, Kai Labs is now approved to offer vaccine clinics on government portals with businesses, schools and the public sector. With continued concerns around developing variants, the number of unvaccinated individuals, and the expansion of recent government mandates, continued demand is projected for convenient vaccine clinics. Kai Labs is reimbursed for each vaccination it administers through the CARES Act for all uninsured and further, it is fully reimbursable by all insurance companies.

This week, The Biden Administration [announced](#) its mandate for large U.S. companies, those with 100 or more employees company-wide, to implement a mandatory COVID-19 vaccination policy by January 4, 2022. The new rule is expected to cover 84 million workers, 31 million of whom are estimated to be unvaccinated. The number of individuals covered by these announcements could expand in the coming months as the U.S. Labor Department has opened a 30-day comment period on whether this rule should extend to smaller companies. In a separate announcement this week, the Centers for Disease Control and Prevention ("**CDC**") [announced](#) its recommendation for children aged 5 to 11 years old to be vaccinated with the Pfizer-BioNTech pediatric vaccine. The CDC estimates this age group could vaccinate an additional 28 million individuals.

Pfizer-BioNTech was one of two vaccines Kai Labs was approved to administer. The Company looks forward to building on previous relationships with schools and businesses in the Dallas, TX area to provide convenient and efficient vaccine administration.

"I'm immensely proud of the Kai team for their diligence in gaining State and Federal approval to provide vaccination services," said Steven McAuley, Chairman and CEO of Empower. "The commencement of regular drive-through vaccine clinics is a wonderful complement to its other convenient testing products and services. Kai Labs is well positioned with its recent expansion and newly approved services to execute against its growth goals in the coming months."

Yoshi Tyler, Kai Medical Laboratory President, added, "I'm excited to offer our first vaccine drive-through to the Dallas - Ft. Worth area. Vaccinations and testing are vital tools when it

comes to building a safe return to normalcy, and I'm proud of the Kai Labs team for continuing to meet American healthcare needs with convenient testing and other healthcare solutions."

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 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; that Kai Labs will be able to execute against its growth goals in the coming months; 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.*