

**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**

Dec 1, 2021

**Item 3 News Release**

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

**Item 4 Summary of Material Change**

**EMPOWER CLINICS SUCCESSFULLY COMPLETES HEALTH CANADA REVIEW TO SELL COVID-19 AT-HOME SALIVA COLLECTION KIT**

Empower Clinics Inc. has received approval from Health Canada to proceed under the original Device Class I authorization for Kai Care COVID-19 At-Home Saliva Collection Kit (“Kai Care Kits”).

**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**

December 1, 2021

## **EMPOWER CLINICS SUCCESSFULLY COMPLETES HEALTH CANADA REVIEW TO SELL COVID-19 AT-HOME SALIVA COLLECTION KIT**

*Sales of Kai Care Kits Under Original MDEL Licence Approved*

**VANCOUVER, B.C.:** December 1, 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 that it has received approval from Health Canada to proceed under the original Device Class I authorization for Kai Care COVID-19 At-Home Saliva Collection Kit ("**Kai Care Kits**").

The Kai Care Kit was originally authorized for sale in Canada under a Device Class I designation through its Medical Device Establishment Licence (MDEL) Licence Number 16005. The Company temporarily paused the product's sale in September 2021 to participate in a review with Health Canada on the most appropriate medical device classification. The Company successfully responded to the request and is pleased to report it can continue operating under the original classification with updated labelling.

Ahead of resuming Canadian sales, the Company is preparing reactivation steps such as updating the product labelling, instructions and e-commerce site based on the revised framework from Health Canada. Kai Care products remain fully available in the U.S. market.

"Our team worked closely with Health Canada on the Kai Care Kit classification," said Steven McAuley, Chairman and CEO of Empower. "Through this process it was determined that the original device classification filing was correct. We are updating labelling, packaging and marketing in preparation for our launch, online and with pharmacy and retail outlets."

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; 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.*