

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

December 20th, 2021

Item 3 News Release

The news release, dated December 20, 2021, was disseminated through Accesswire.

Item 4 Summary of Material Change

Empower Clinics Division The Medi-Collective Opens Clinic With Co-Located Rexall Pharmacy

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 Kitchener, 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

December 20, 2021

Empower Clinics Division The Medi-Collective Opens Clinic With Co-Located Rexall Pharmacy

As of Today, the New Kitchener, ON Location is Accepting Patients for Family Medicine Appointments

VANCOUVER, BC: December 20, 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 the opening of its next The Medi-Collective ("**TMC**") clinic in Kitchener, Ontario.

The 2,500 square foot location, which is co-located with a Rexall pharmacy, will offer family medicine, internal medicine and paramedical services such as chiropractor, physiotherapy, registered massage therapy and custom bracing orthotics. As of today, the clinic is accepting new patients. There are currently two family doctors and one internal medicine specialist with plans to hire additional physicians and support staff in the coming months. Empower Clinics plans to leverage its subsidiary network's products and services to offer a genuinely integrated patient experience. This includes offering patients access to products such as Kai Care specimen collection devices and MediSure diabetic management solutions.

"The opening of our Kitchener location is another step forward in our national clinic expansion strategy," said Steven McAuley, Chairman and CEO of Empower. "As much as The Medi-Collective expands access to in-demand healthcare services, its clinics are pushing the boundaries of the healthcare experience for patients. TMC patients receive truly unique patient care that puts the totality of one's health at the forefront through our relationships with pharmacies, specialties and our capacity for paramedical products and services."

"The Medi-Collective prioritizes providing truly integrative care to Canadian patients through a community-first approach," added Dr. Jordan Rabinowitz and Dr. Aviv Tsimerman. "The Kitchener location is in a prime area that stands to benefit from TMC's convenient services and partnerships."

TMC Clinic Pipeline Update

- Operational - 6
- In Development & Construction - 6
- In Acquisition - 8

TMC Kitchener Clinic

Address: 537 Fredrick St. Kitchener, ON N2B 2A7
Email: 537fredrick@themedicollective.com
Phone: 519-804-4190

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:

Media:

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 statements regarding: the Company's plans with respect to the offering of other Empower services and products at the Kitchener 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.