

**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 31<sup>st</sup>, 2021

**Item 3 News Release**

The news release, dated December 31<sup>st</sup>, 2021, was disseminated through Accesswire.

**Item 4 Summary of Material Change**

EMPOWER CLINICS OPENS ITS FIRST “THE MEDI-COLLECTIVE” IN LONDON, ONTARIO WITH CO-LOCATED GUARDIAN 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 open its next The Medi-Collective (“TMC”) clinic location in London, Ontario. As of today, the clinic is accepting new patients.

**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 31, 2021

## **EMPOWER CLINICS OPENS ITS FIRST "THE MEDI-COLLECTIVE" IN LONDON, ONTARIO WITH CO-LOCATED GUARDIAN PHARMACY**

The Clinic is Accepting New Patients as of Today and Doors Will Be Open January 4<sup>th</sup>, 2022

**VANCOUVER, BC:** December 31, 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 open its next The Medi-Collective ("TMC") clinic location in London, Ontario. As of today, the clinic is accepting new patients.

The fully renovated 3,400 square foot location will offer family medicine, teledermatology and paramedical services such as chiropractor, physiotherapy, registered massage therapy and custom bracing orthotics. There are currently five family doctors on staff with plans to hire general practice and specialist physicians to accommodate additional services in the coming months. Support medical staff are equipped through Empower's partnership with MedX Health Corporation to facilitate teledermatology appointments. The Company plans to open additional specialist services in line with operations at other TMC clinics. TMC has also subleased space to Guardian Pharmacies, allowing for onsite pharmaceutical services and products.

"Our team has made immense progress in growing our footprint this year despite the operational and logistical challenges brought on by the pandemic and supply chain crisis," said Steven McAuley, Chairman and CEO of Empower. "We are now servicing patients in multiple Ontario communities and establishing TMC as an emerging medical service provider in Canada's most populous province. Heading into 2022 we're focused on completing the construction and acquisition of additional locations, expanding our specialist service offerings, and increasing the number of patients serviced by TMC."

"TMC's first London location is an impressive facility that we're proud to bring to the community," added Dr. Jordan Rabinowitz and Dr. Aviv Tsimerman. "Now more than ever Canadians need access to convenient, high-quality healthcare. TMC goes beyond meeting this need by providing a truly integrated, localized healthcare experience."

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.

### **TMC Clinic Pipeline Update**

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

### **TMC London Clinic**

Address: 94 Fanshawe Park Rd E. London, ON N5X 4C5

Email: [94Fanshawe@themedicollective.com](mailto:94Fanshawe@themedicollective.com)

Phone: 519-667-7081

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 every patient 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:

##### Media:

Steven McAuley  
CEO  
[s.mcauley@empowerclinics.com](mailto:s.mcauley@empowerclinics.com)  
604-789-2146

##### Investors:

Tamara Mason  
Business Development & Communications  
[t.mason@empowerclinics.com](mailto: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 London 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.*