

**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**

February 8<sup>th</sup>, 2022

**Item 3 News Release**

The news release, dated February 8<sup>th</sup>, 2022, was disseminated through Accesswire.

**Item 4 Summary of Material Change**

**EMPOWER CLINICS ANNOUNCES LAB TESTING PARTNERSHIP FOR CANADA**

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 that Kai Care At Home COVID-19 collection kits will soon be available again in Canada with support from Ontario-based RapidScreen Services Inc. (“RapidScreen”).

**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**

February 8, 2022

## **EMPOWER CLINICS ANNOUNCES LAB TESTING PARTNERSHIP FOR CANADA**

*Kai Care COVID-19 testing solution to relaunch in Canada supported by RapidScreen's 24-hour lab turnaround time*

**VANCOUVER, BC:** February 08, 2022 – **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 Kai Care At Home COVID-19 collection kits will soon be available again in Canada with support from Ontario-based RapidScreen Services Inc. ("RapidScreen").

Empower's Kai Care At-Home Collection Kit uses a simple and easy saliva collection process to test for COVID-19, with reliable results delivered in 24-48 hours, utilizing the RapidScreen laboratory testing network and proctoring services.

"With this partnership we've delivered on one of our top priorities in 2022 to find a Canadian lab solution and offer reliable and accessible testing services and products to all Canadians." said Steven McAuley, Chairman and CEO of Empower. "Our agreement with RapidScreen provides access to reliable and convenient laboratory testing services. This is a must in order to re-open our Canadian economy, businesses and homes".

With the addition of the Canadian laboratory partner and with Kai Medical Laboratory in Dallas, Texas the company can now provide predictable testing solutions throughout North America.

Kai Care kits require only a saliva sample and are ideal as a COVID-19 testing method to meet certain travel requirements that need negative results in an extremely narrow timeframe under current requirements. Using Kai Care involves a simple five-step process: order your kit, activate your kit, complete your kit, return your kit, and receive results.

Based in Ontario, RapidScreen Services specializes in offering lab services to industries requiring on-time results for staff to allow uninterrupted work and operate on tight timelines. Through Empower's agreement with RapidScreen, this best-in-class turnaround time is being made available to all Canadians when testing services are required.

Under Empower's agreement with RapidScreen, RapidScreen will provide rt-PCR COVID 19 testing, sample collection virtual proctoring services, and reporting through RapidScreen's unique and seamless software.

Kai Care Collection Kit can be purchased in Canada online at [www.kaitests.ca](http://www.kaitests.ca) or through participating pharmacy partners. In the U.S. the Collection Kits can be purchased at [www.kaitests.com](http://www.kaitests.com).

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

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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: that Rapidscreen services will be delivered in 24-48 hours; that . 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.*